

The background of the entire page is a complex, abstract network diagram. It consists of numerous small, dark grey circular nodes connected by thin, light grey lines. The nodes are distributed across the page, with some appearing as larger, more prominent hubs and others as smaller, isolated points. The lines connecting them form a dense, interconnected web that fills the entire space, creating a sense of global connectivity and complexity.

Northeast Renewable Power Partners

BID C

MA83D Response

July 27, 2017

SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

NORTHEAST RENEWABLE POWER PARTNERS BID C

APPLICANT INFORMATION

Applicants: Brookfield Power US Holding America Co. (“Brookfield Renewable US”)
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Vice President, Commercial Development

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Contact: Gerry Froese
Managing Director, Market Structure/Portfolio Optimization

[REDACTED]

[REDACTED]

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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
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[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
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SECTION 1 OF APPENDIX B TO THE RFP
CERTIFICATION, PROJECT AND PRICING DATA

The Certification, Project and Pricing Data ("CPPD") document is a Microsoft Excel workbook that is provided on the website at www.MACleanEnergy.com.

Confidential Attachments 1.1 - 1.2 include the completed CPPD for each Bidder in the required format.

SECTION 2 OF APPENDIX B TO THE RFP
EXECUTIVE SUMMARY OF THE PROPOSAL (INCLUDING THE BASE PROPOSAL
AND ANY ALTERNATIVE PROPOSALS)

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation and/or transmission bid, the proposed contract term and pricing schedule, and other factors the bidder deems to be important.

Brookfield Power U.S. Holding America Co. (“**Brookfield Renewable US**”) and Avangrid Renewables, LLC (“**Avangrid**”) (Brookfield Renewable U.S. and Avangrid are jointly referred to as the “**Northeast Renewable Power Partners**” or “**NRPP**” or the “**Bidders**”) are pleased to submit this proposal (“**Proposal**”) to supply Clean Energy Generation and Environmental Attributes and RECs from new Class I RPS eligible wind and solar facilities in New York state (the “**Class I Facilities**”) and Incremental Hydroelectric Generation in New York state (the “**Firming Hydro Facilities**”) [REDACTED]

[REDACTED] s (the Class I Facilities, the Firming Hydro Facilities and Bear Swamp are jointly referred to as the “**Project**”) in response to the Request for Proposals for Long-Term Contracts for Clean Energy Generation Projects issued on March 31, 2017 by Fitchburg Gas & Electric Light Company (“**Unitil**”), Massachusetts Electric Company and Nantucket Electric Company (“**National Grid**”), and NSTAR Electric Company and Western Massachusetts Electric Company (“**Eversource**”) (Unitil, National Grid and Eversource jointly referred to as the “**Distribution Companies**”) (the “**RFP**”). The proposed commencement of this clean energy supply is December [REDACTED] [REDACTED] for the PPA and [REDACTED] [REDACTED].

The proposed Project provides the Distribution Companies with the ability to utilize incremental storage capacity at Bear Swamp to enhance the delivery profile of the Class I Facilities and Firming Hydro Facilities. [REDACTED]

Finally, this Proposal includes [REDACTED]
[REDACTED]
[REDACTED] Convergent Energy and Power LP (“**CEP**”) to construct and operate facilities in four Massachusetts localities [REDACTED] (“**Battery Storage Facilities**”). [REDACTED]

The Project bundles energy from ■■■ new wind farms, ■■■ new solar farms and a portfolio of 70 existing hydroelectric facilities located on 14 river systems, to provide a diverse and reliable supply of Clean Energy Generation delivered to the New England transmission grid in western Massachusetts (refer to Figure ES-1).

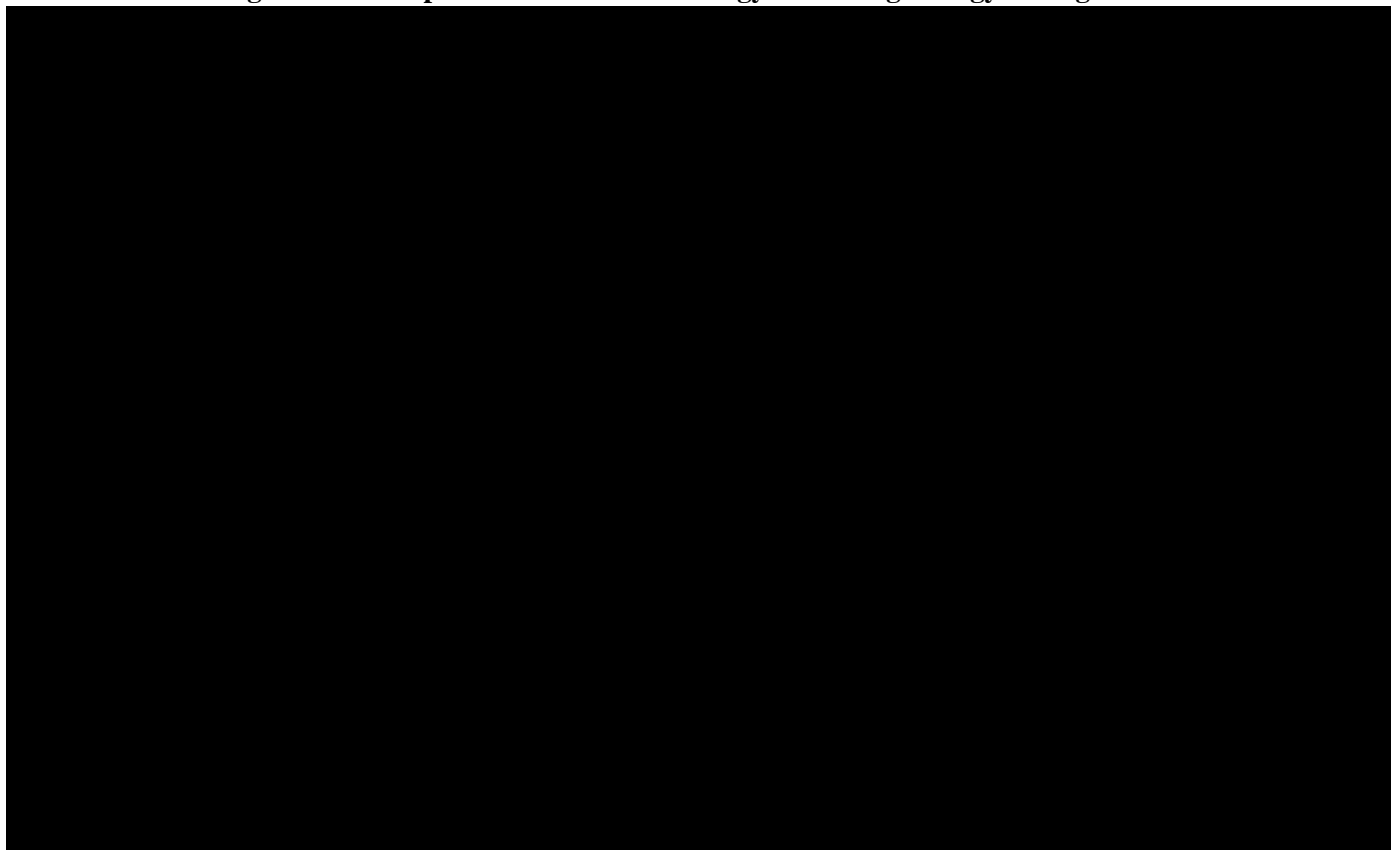
The Project not only offers Massachusetts access to reliable, U.S. supplies of Clean Energy Generation, but also represents significant benefits to the New England – New York region in terms of employment, income, taxes, and carbon emissions reduction. The Project exceeds all the objectives of the RFP and will provide abundant supplies of renewable energy to the region, at savings to consumers for years to come.

The Project offers █████ TWh of Clean Energy Generation, with an expected █████ GWh of Class I Renewable Energy Credits (“RECs”) and █████ TWh of Environmental Attributes (“EAs”) from the Firming Hydroelectric Facilities, annually through a 20-year Long-Term Contract (“PPAs”) with each Distribution Company, starting on █████. The Bidders also expect to offer at least █████ MW of capacity in the ISO-NE Forward Capacity Market.

The Project will supply incremental Clean Energy Generation that can be counted on during peak winter conditions, with up to █████ MW of Clean Energy Generation in the peak winter period, almost all of which is firm. In addition to the base Clean Energy Deliveries, the Project, through the use of incremental storage capacity from Bear Swamp, will provide an incremental █████ MW of Discharge Energy during Super On-Peak Hours which provides significant additional value to Massachusetts ratepayers. The output of the five Class I Facilities coupled with Incremental Hydroelectric Generation from the Firming Hydro Facilities will fulfill approximately █████ of Massachusetts annual requirements of 9.45 TWh pursuant to Section 83D.

Based on the expected generation from the Class I Facilities and the expected generation from Firming Hydro Facilities, coupled with the storage features described above, the Project will provide a winter peak and super on-peak dominant supply of Clean Energy Generation. as illustrated by *Figure ES-2*:

Figure ES-2: Expected Deliveries of Energy Reflecting Energy Storage



To facilitate this Proposal, the Bidders propose to form a generation joint venture (the “**Generator JV**”) to serve as the seller of the Products under the PPAs.

EFFICIENT DEAL STRUCTURE

*Many Products /
Efficient PPA
Structure*

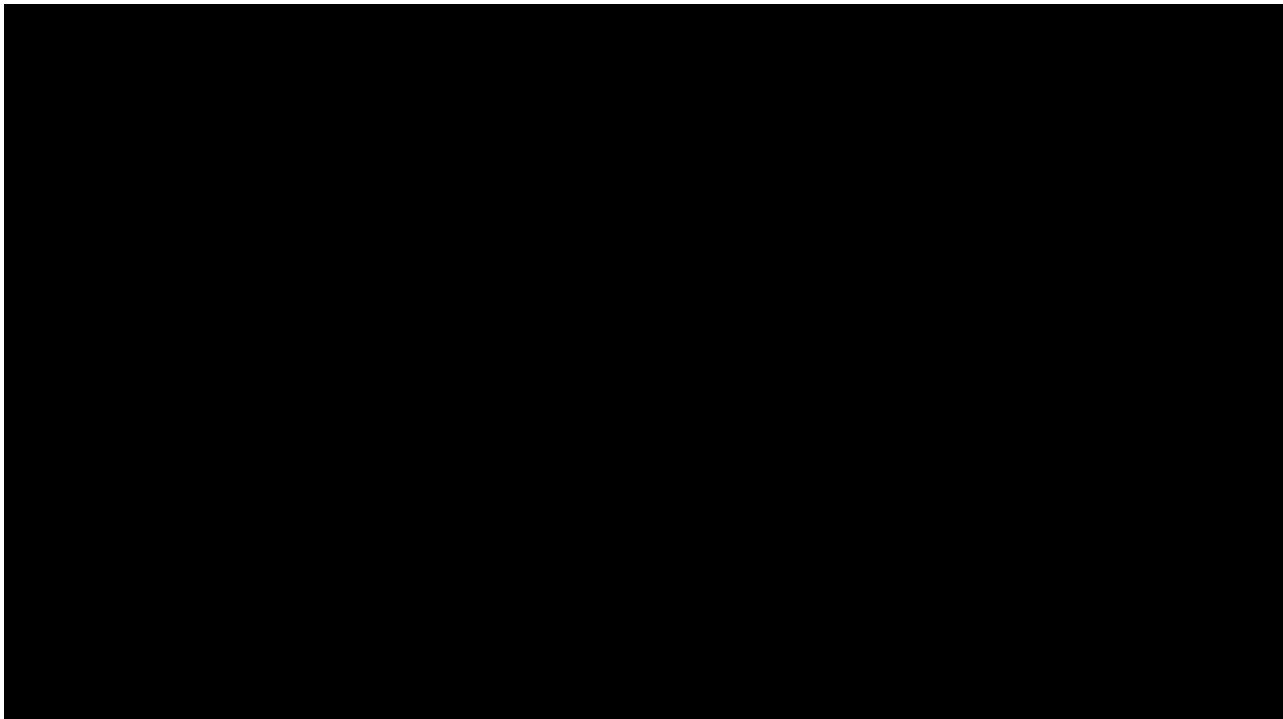
Each Distribution Company will execute a 20-year PPA with the Generator JV as the single supplier of the combined Clean Energy Generation Product supplied by the Class I Facilities and the Firming Hydro Facilities. *Figure ES-3* illustrates this PPA structure.



*Power Agency
Agreement*

As illustrated by *Figure ES-3*, the Generator JV will contract with Brookfield Energy Marketing LP (“**BEMLP**”) to act as its agent in the performance bidding and scheduling services associated with the delivery of Clean Renewable Generation as well as the scheduling of the Energy Storage Agreement with the Distribution Companies under a Power Agency Agreement (“**PAA**”).

Figure ES-3: Proposed Structure



SOUND ECONOMICS

Energy Pricing

This Proposal offers [REDACTED] TWh of Clean Energy Generation, [REDACTED] GWh of Class I RECs and [REDACTED] TWh of Environmental Attributes from Firming Hydro Generation annually for 20 years. The Proposal provides cost effective Clean Energy Generation.

Capacity value

The Bidders intend to offer at least [REDACTED] MW of available Class I and Firming Hydro capacity in ISO-NE's Forward Capacity Market.

COST CONTAINMENT

Firm Power Purchase Pricing

The Proposal offers firm price certainty. Avangrid bears development and construction risks and the cost of any generation interconnection upgrades required by NY-ISO for all Class I Facilities being developed.

Existing Hydro

The Firming Hydro Facilities, which will be incremental to Massachusetts, are expected to operate reliably through the term of the PPA with any required capital expenditures paid for by Brookfield without any additional exposure to the ratepayers of Massachusetts.

POLICY ALIGNMENT

Energy Security

The Project's generating facilities are eligible facilities under Section 83D and will produce approximately [REDACTED] GWh of Clean Energy Generation from a combination of Class I Facilities bundled with Firming Hydro Facilities (“Expected Deliveries”). [REDACTED]
[REDACTED] The Class I Facilities will deliver associated Class I RECs and the Firming Hydro Facilities will deliver associated EAs.

Policy Goal Advancement

NRPP will advance the Massachusetts public policy reflected by the recent adoption of Section 83D by providing Clean Energy Generation that will fulfill approximately [REDACTED] of the total authorization. In addition, the Project provides Class I RECs that helps to fulfill the Distribution Companies’ obligation under the Massachusetts Renewable Portfolio Standard.

CREDIBILITY

Top Tier Energy Companies

The Northeast Renewable Power Partners are members of world leading energy enterprises that have the financial resources to fund the required investment as well as the operating and development experience to reliably meet their obligations. Each company brings extensive expertise in their relevant energy technology and both companies have significant experience in the ISO New England market.

SOCIAL AND ECONOMIC BENEFITS

Reduction in carbon emission by approx. 600 thousand tons annually

Carbon reduction which is equivalent to [REDACTED] vehicles being removed from the roads each year and equates to a value of almost [REDACTED] million over 20 years, based on USEPA's estimates of the social cost of carbon.

Substantial economic benefits to New England retail consumers

[REDACTED]	
[REDACTED]	
[REDACTED]	
[REDACTED]	
[REDACTED]	
[REDACTED]	
[REDACTED]	
[REDACTED]	

Additional employment, income, and tax benefits for New York State

Direct or indirect creation of approximately [REDACTED] jobs during construction of the Class I Facilities and approximately [REDACTED] [REDACTED] in taxes to New York municipalities over the life of the projects.

Assistance to low income ratepayers

[REDACTED]	
[REDACTED]	

MAP OF PROJECT FACILITIES

Figure ES-4 illustrates the general locations of the principal project elements.

Figure ES-4: Project

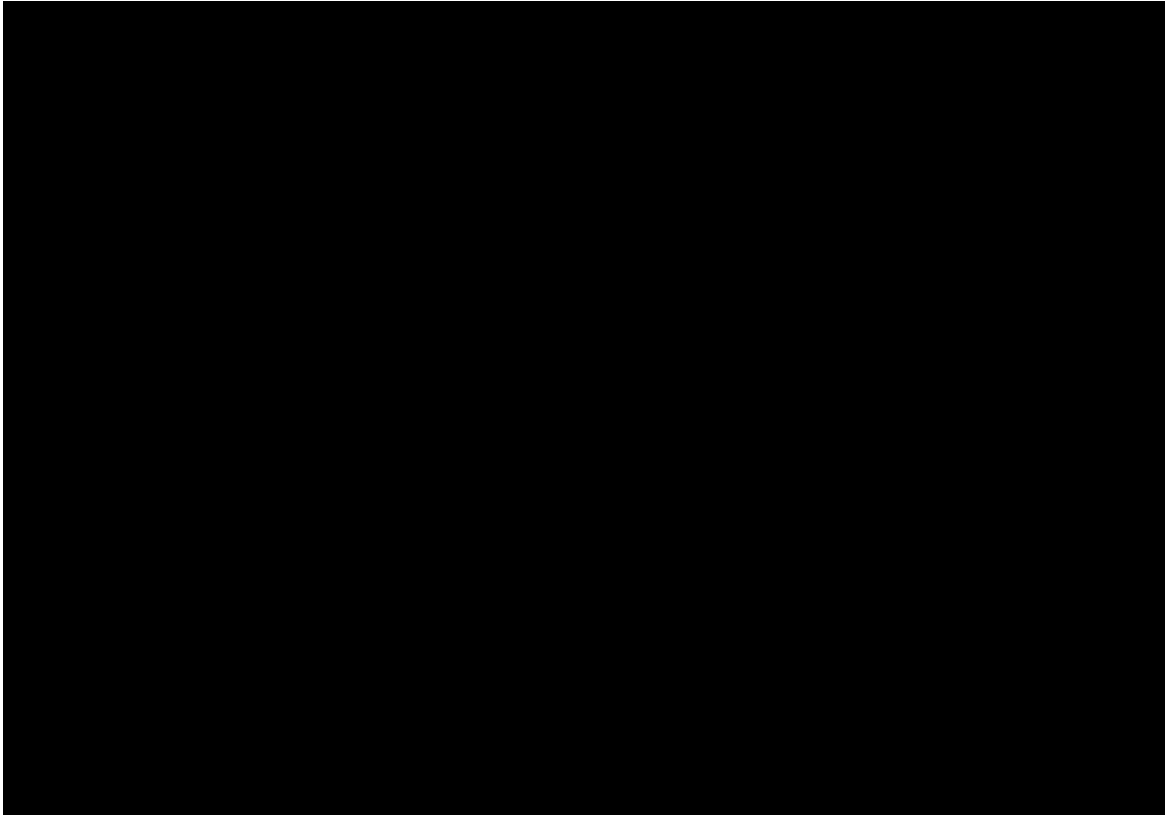
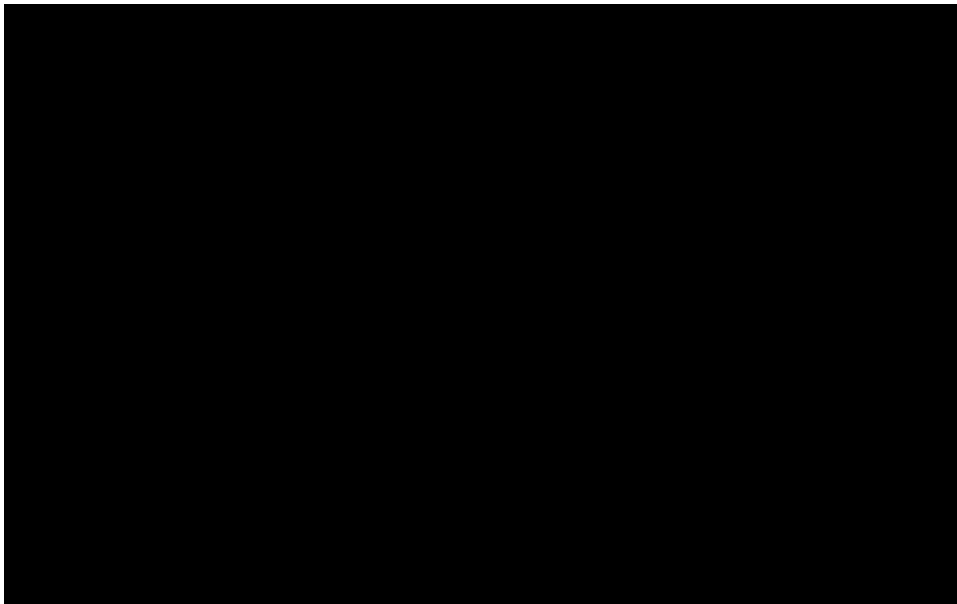


Figure ES-5 illustrates the general locations of the CEP installations

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Figure ES-5: Project



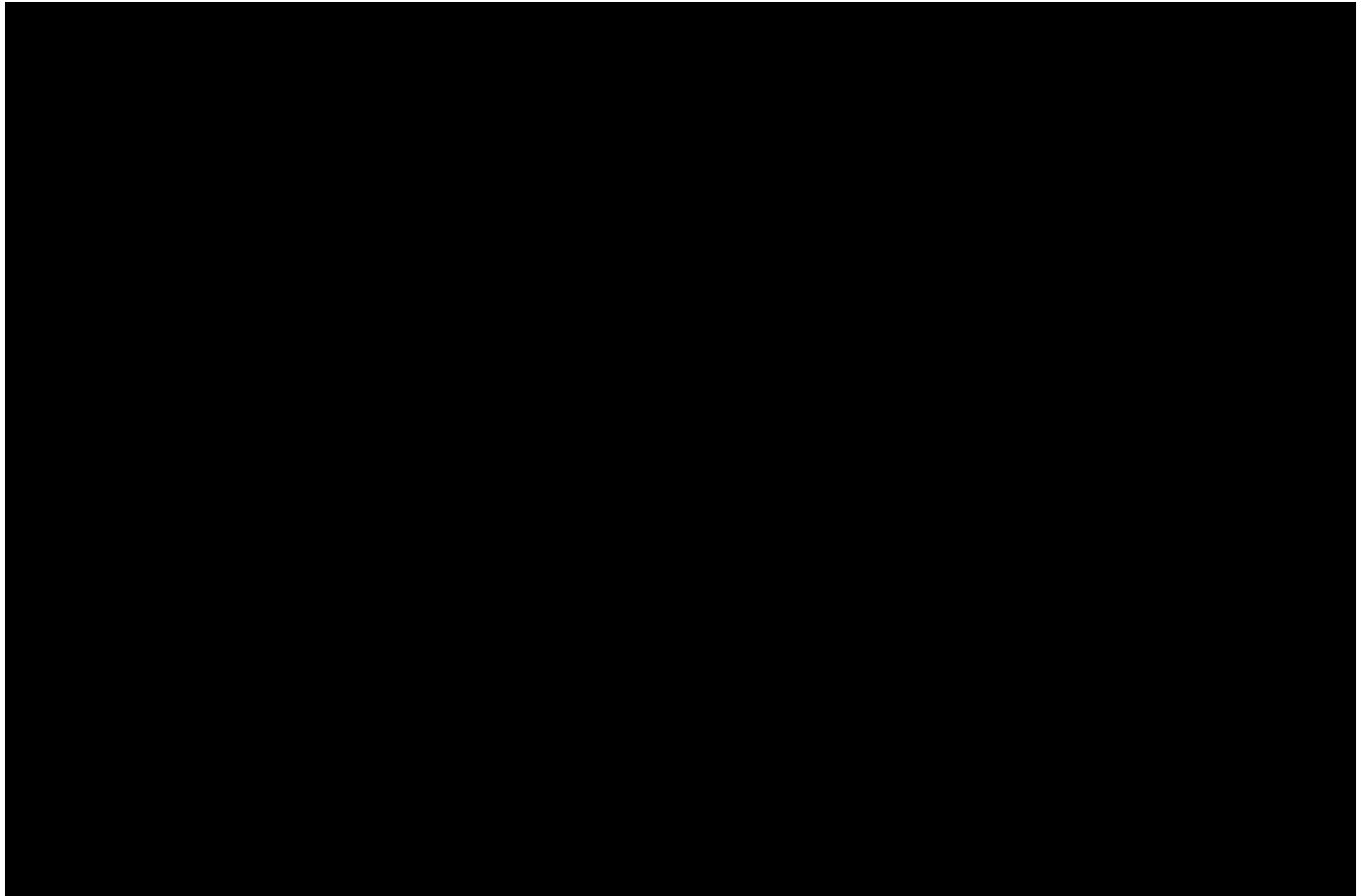
CONCLUSION

The price and terms for the Project reflects the Bidders' extensive experience in successfully planning, developing and operating similar projects, both on schedule and within budget, and strong expertise delivering renewable generation across interfaces between power pools. The estimated Project development costs reflect agreements with proven and trusted contractors, consultants, and material suppliers, as well as established mechanisms for addressing critical path tasks and for avoiding capital cost growth.

The Project schedule, which provides an in-service date of [REDACTED] or earlier for the Class I Facilities reflects the careful consideration of timelines for regulatory permitting processes, as well as for procurement and construction. Further, the schedule reflects the Bidders' prior experience with similar projects in both New York and New England.

ALTERNATIVE PROPOSALS

This Proposal is one of four negative contingent (mutually exclusive) proposals that the Northeast Renewable Power Partners are submitting in response to the RFP. The proposals are summarized in the table below (this Proposal is “**Bid C**”):



NOTE TO THE READER

This Proposal is identical to NRPP’s Bid B (“**NRPP Bid B**”) for the supply of Clean Energy Generation but reflects features that the Bidders believe may be of interest to the Distribution Companies related to the Bear Swamp pumped storage facility. [REDACTED]

[REDACTED]

SECTION 3 OF APPENDIX B TO THE RFP
OPERATIONAL PARAMETERS

3.1 MAINTENANCE OUTAGE REQUIREMENTS – SPECIFY PARTIAL AND COMPLETE PLANNED OUTAGE REQUIREMENTS IN WEEKS OR DAYS FOR ALL GENERATION FACILITIES AND TRANSMISSION FACILITIES. ALSO, LIST THE NUMBER OF MONTHS REQUIRED FOR THE CYCLE TO REPEAT (E.G., LIST TIME INTERVAL OF MINOR AND MAJOR OVERHAULS, AND THE DURATION OF OVERHAULS).

Please refer to NRPP Bid B for the Firming Hydro Facilities and Class I Facilities.

BEAR SWAMP

Bear Swamp pumped storage facility is inspected and tested regularly. To the greatest extent possible maintenance activities are performed during timeframes outside of the summer periods.

3.2 OPERATING CONSTRAINTS – SPECIFY ALL THE EXPECTED OPERATING CONSTRAINTS AND OPERATIONAL RESTRICTIONS FOR THE PROJECT (I.E., LIMITS ON THE NUMBER OF HOURS A UNIT MAY BE OPERATED PER YEAR OR UNIT OF TIME). IF THE BID INCLUDES FIRM DELIVERIES, LIST THE ANTICIPATED SITUATIONS AND FREQUENCY OF INTERRUPTIONS OF TRANSMISSION SOURCES WHICH WOULD AFFECT POWER DELIVERIES.

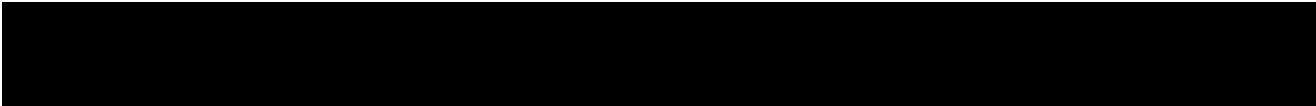
Please refer to NRPP Bid B for the Firming Hydro Facilities and Class I Facilities.

BEAR SWAMP

[REDACTED]

[REDACTED]:

[REDACTED]



3.3 RELIABILITY – DESCRIBE HOW THE PROPOSAL WOULD PROVIDE ENHANCED ELECTRICITY RELIABILITY TO MASSACHUSETTS, INCLUDING ITS IMPACT ON TRANSMISSION CONSTRAINTS.

In addition to the enhanced reliability benefits presented by Bid B, the Proposal further improves electric reliability using Bear Swamp. [REDACTED]

The Proposal would provide all these enhanced reliability benefits while increasing the percentage of renewable generation supplying the Distribution Companies and reducing greenhouse gas emissions, as further described in Section 12.3.

3.4 MODERATION OF SYSTEM PEAK LOAD – DESCRIBE HOW THE PROPOSAL WOULD CONTRIBUTE TO MODERATING SYSTEM PEAK LOAD REQUIREMENTS AND PROVIDE THE FOLLOWING INFORMATION:

- I) ESTIMATED AVERAGE OUTPUT FOR EACH SUMMER PERIOD (JUNE- SEPTEMBER) FROM 1:00 - 6:00 PM
- II) ESTIMATED AVERAGE OUTPUT FOR EACH WINTER PERIOD (OCTOBER-MAY) FROM 5:00 – 7:00 PM

Please refer to Bid B for Clean Energy Generation from the Class I Facilities and the Firming Hydro Facilities.

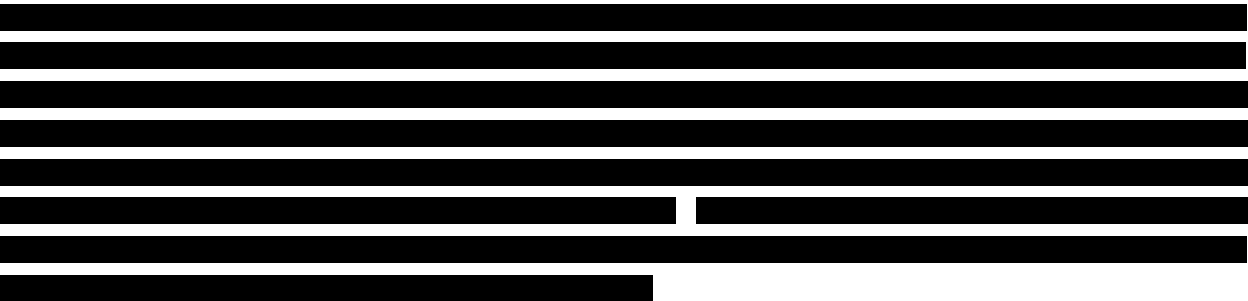


Figure 3.4-1: Expected Deliveries (average of all months)

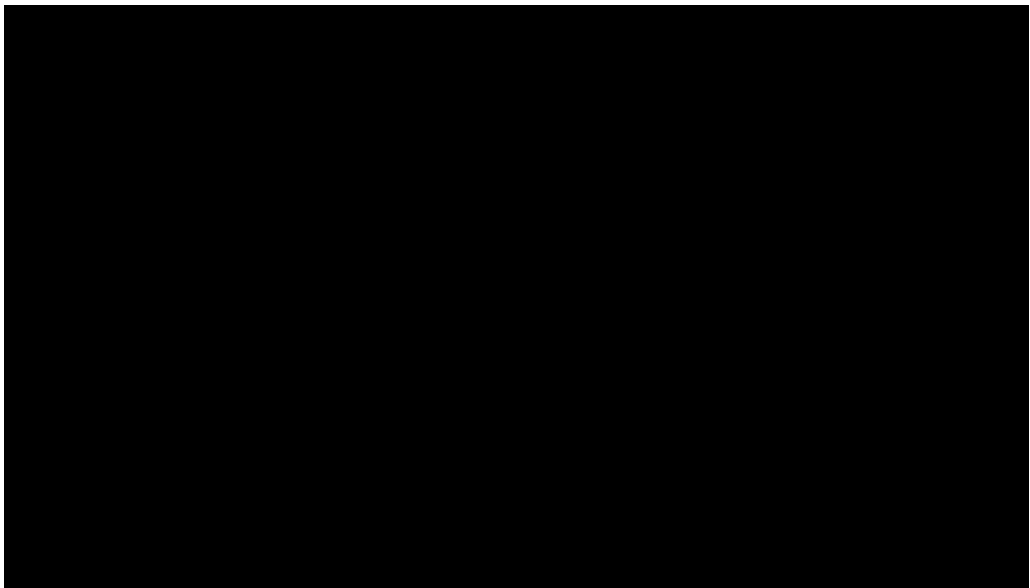
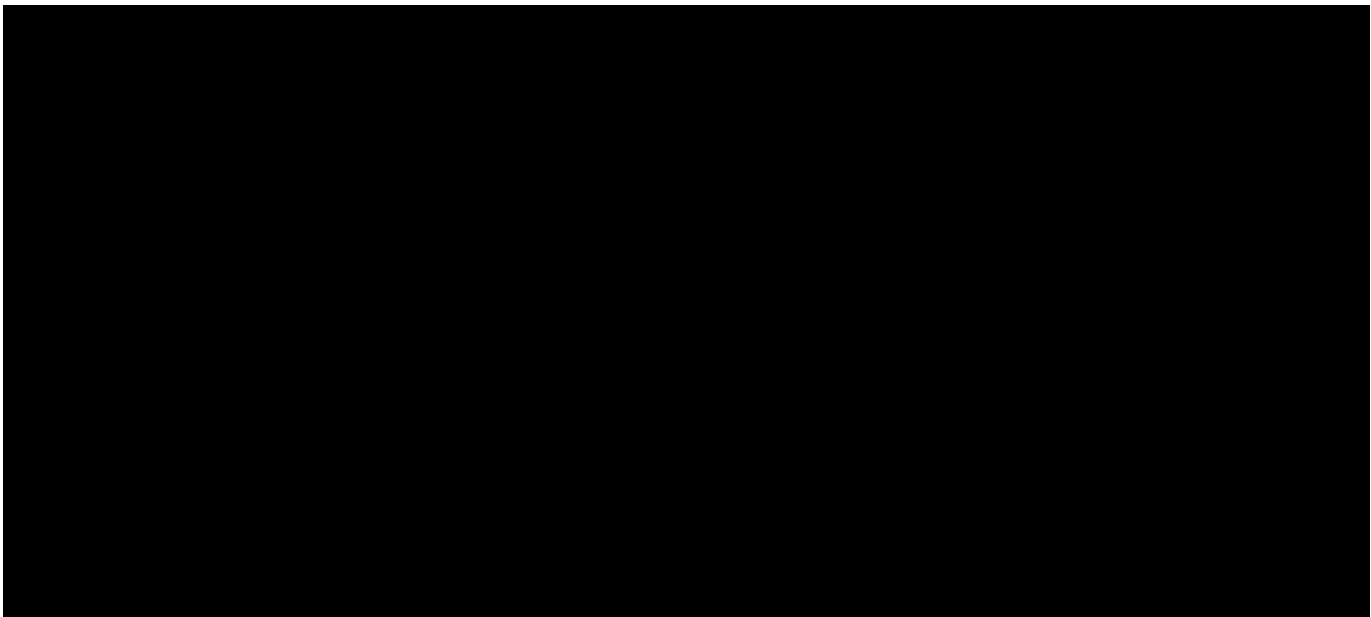


Table 3.4a modifies Table 3.4 in Bid B to show the sum of the amount of firm energy that the Generator JV guarantees to deliver to the Distribution Companies from the Class I Facilities and Firming Hydro Facilities on an annual basis (“**Guaranteed Qualified Clean Energy**”) and the Discharge Energy.

Table 3.4a: Expected Deliveries during the stated output period



3.5	DEVELOPMENT STAGE OF ALL PHYSICAL ASPECTS OF THE BID – DESCRIBE WHETHER THE PROJECT IS IN OPERATION, IN CONSTRUCTION OR IN THE DEVELOPMENT PHASE.
(A)	IF IN OPERATION, WHEN DID THE PROJECT ACHIEVE COMMERCIAL OPERATION

(B) IF IN CONSTRUCTION, WHEN DID CONSTRUCTION COMMENCE AND WHAT ARE THE PROJECTED DATES FOR INITIAL TESTING AND COMMERCIAL OPERATION.

(C) IF THE PROJECT IS PARTLY IN ONE DEVELOPMENT STAGE AND PARTLY IN ANOTHER, PLEASE EXPLAIN IN DETAIL THE STATUS OF THE PROJECT.

IF THE PROPOSED PROJECT IS AN EXPANSION, REPOWERING, ENVIRONMENTAL INVESTMENT OR OTHER MODIFICATION OF AN EXISTING FACILITY, PLEASE DESCRIBE THE PROJECT IN DETAIL, THE TOTAL COST AND COST ON A \$/KW BASIS SPECIFYING THE EXISTING PROJECT AND THE PROPOSED EXPANSION, REPOWERING OR OTHER MODIFICATION. INDICATE ANY INCREMENTAL OR DECREMENTAL CAPACITY.

Please refer to NRPP Bid B for the Firming Hydro Facilities and Class I Facilities.

BEAR SWAMP

The 600 MW Bear Swamp was originally placed in service in the early 1970's and has continued to operate with the original equipment. [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]

SECTION 4 OF APPENDIX B TO THE RFP
ENERGY RESOURCE AND DELIVERY PLAN

4.1 FOR ELIGIBLE FACILITIES, THE BIDDER IS REQUIRED TO PROVIDE AN ENERGY RESOURCE OR FUEL SUPPLY PLAN FOR ITS PROPOSED PROJECT, INCLUDING SUPPORTING DOCUMENTATION. THE FUEL SUPPLY/ENERGY RESOURCE PROFILE INFORMATION SHOULD BE CONSISTENT WITH THE TYPE OF TECHNOLOGY/RESOURCE OPTION PROPOSED AND THE TERM PROPOSED. THE INFORMATION REQUESTED IS ORGANIZED ACCORDING TO THE TYPE OF PROJECT OR ENERGY RESOURCE. BIDDERS SHOULD RESPOND TO ALL INFORMATION REQUESTS WHICH ARE RELEVANT TO THE BID IN A TIMELY MANNER.

WIND ENERGY PROJECTS

PROVIDE A SUMMARY OF ALL COLLECTED WIND DATA FOR THE PROPOSED SITE. IDENTIFY WHEN THE DATA WAS COLLECTED AND BY WHOM.

Please refer to NRPP Bid B for information on wind Class I Facilities.

INDICATE WHERE THE DATA WAS COLLECTED AND ITS PROXIMITY TO THE PROPOSED SITE. INCLUDE AN IDENTIFICATION OF THE LOCATION AND HEIGHT FOR THE ANEMOMETERS THAT WERE USED TO ARRIVE AT AN ASSESSMENT OF THE SITE GENERATION CAPABILITY.

Please refer to NRPP Bid B for information on wind Class I Facilities.

PROVIDE (A) AT LEAST ONE YEAR OF HOURLY WIND RESOURCE DATA, AND (B) A WIND RESOURCE ASSESSMENT REPORT FROM A QUALIFIED UNAFFILIATED THIRD-PARTY WIND RESOURCE ASSESSMENT FIRM. INCLUDE AN ANALYSIS OF THE AVAILABLE WIND DATA WHICH ADDRESSES THE RELATIONSHIP BETWEEN WIND CONDITIONS AND ELECTRICAL OUTPUT. PROVIDE A PROJECTION OF NET ANNUAL ENERGY PRODUCTION, INCLUDING PROJECTIONS OF AVERAGE NET HOURLY ENERGY PRODUCTION, BASED ON THE WIND RESOURCE DATA (A 12 X 24 ENERGY PROJECTION) AT BOTH P50 AND P90 LEVELS.

Please refer to NRPP Bid B for information on wind Class I Facilities.

PROVIDE A SITE-ADJUSTED POWER CURVE. EACH CURVE SHOULD LIST THE ELEVATION, TEMPERATURE AND AIR DENSITY USED.

Please refer to NRPP Bid B for information on wind Class I Facilities.

IDENTIFY THE ASSUMPTIONS FOR LOSSES IN THE CALCULATION OF PROJECTED ANNUAL ENERGY PRODUCTION, INCLUDING EACH ELEMENT IN THE CALCULATION OF LOSSES. IF YOUR BID INCLUDES A DELIVERY FORECAST WHICH IS SUBSTANTIALLY DIFFERENT THAN NREL DATA WOULD SUGGEST, PLEASE RECONCILE THE DIFFERENCES.

Please refer to NRPP Bid B for information on wind Class I Facilities.

SOLAR

PROVIDE AN ASSESSMENT OF THE AVAILABLE SOLAR INCIDENCE OR RESOURCE. DESCRIBE ANY TRENDS IN GENERATION CAPABILITY OVER TIME (I.E., ANNUAL DECLINE RATE OF EXPECTED OUTPUT).

Please refer to NRPP Bid B for information on solar Class I Facilities.

DESCRIBE THE METHODOLOGY USED TO GENERATE THE PROJECTED GENERATION AND DESCRIBE THE IN-HOUSE OR CONSULTING EXPERTISE USED TO ARRIVE AT THE GENERATION ESTIMATES.

Please refer to NRPP Bid B for information on solar Class I Facilities.

HYDROPOWER

DESCRIBE THE PROJECT CHARACTERISTICS IN TERMS OF WATER FLOW (ON A MONTHLY BASIS) AND HEAD, AND STATE THE ASSUMPTIONS REGARDING SEASONAL VARIATIONS, AND A CONVERSION OF SUCH FLOW INTO MEGAWATTS AND MEGAWATT-HOURS.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

PROVIDE MONTHLY FLOW DURATION CURVES BASED UPON DAILY STREAM FLOW RECORDS.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

IDENTIFY IF THE PROJECT IS RUN-OF-RIVER OR HAS STORAGE CAPABILITY.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

SPECIFY IF THE PROJECT IS NEW, OR IF THE PROJECT IS AN EXPANSION OF AN EXISTING FACILITY.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

DESCRIBE WHY THE GENERATION PROPOSAL QUALIFIES AS INCREMENTAL HYDROPOWER GENERATION. IF THE ENTIRE PROJECT IS NOT NEW, SPECIFY THE AMOUNT OF POWER PROVIDED TO OR SOLD INTO THE ISO-NE MARKET DURING 2014, 2015, AND 2016. PROVIDE INFORMATION WHICH DEMONSTRATES THAT THE RESOURCES AND TRANSMISSION CAPACITY DESCRIBED IN YOUR PROPOSAL ARE CAPABLE OF

PROVIDING AN INCREASE IN THE AMOUNT OF SUCH POWER COMPARED TO THE AVERAGE POWER DELIVERIES IN ISO-NE OVER THOSE THREE YEARS.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

BEAR SWAMP

[REDACTED]

[REDACTED]

THE BIDDER MUST DISCLOSE IN ITS BID HOW IT PROPOSES TO CERTIFY THAT THE ENVIRONMENTAL ATTRIBUTES ARE INCLUDED WITH THE ENERGY DELIVERED.

Please refer to NRPP Bid B for information Firming Hydro Facilities.

4.2 CLEAN ENERGY GENERATION DELIVERY PLAN

PLEASE PROVIDE DOCUMENTATION THAT ANY CLEAN ENERGY PLAN DELIVERY PLAN THAT INCLUDES HYDROELECTRIC GENERATION MEETS THE DEFINITION OF "INCREMENTAL HYDROELECTRIC GENERATION" AS DEFINED IN THE BODY OF THE RFP.

Please refer to NRPP Bid B.

PLEASE PROVIDE AN ENERGY DELIVERY PLAN AND PROFILE FOR THE PROPOSED PROJECT, INCLUDING SUPPORTING DOCUMENTATION. THE ENERGY DELIVERY PROFILE MUST PROVIDE THE EXPECTED CLEAN ENERGY GENERATION TO BE DELIVERED INTO THE ISO-NE MARKET SETTLEMENT SYSTEM AND PERMIT THE EVALUATION TEAM TO DETERMINE THE REASONABLENESS OF THE PROJECTIONS FOR PURPOSES OF SECTIONS 2.2.1.3 ELIGIBLE BID CATEGORIES AND 2.2.1.7 MINIMUM CONTRACT SIZE OF THE RFP. SUCH INFORMATION SHOULD BE CONSISTENT WITH THE ENERGY RESOURCE PLAN PROVIDED ABOVE AND ALSO CONSIDERING ANY AND ALL CONSTRAINTS TO PHYSICAL DELIVERY INTO ISO-NE.

Using Bear Swamp to effectively store energy from the Firming Hydro Facilities and Class I Facilities modifies the delivery schedule in important and beneficial ways.

[REDACTED]

CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING NEW CLASS I ELIGIBLE RESOURCES ONLY MUST COMPLY WITH SECTION 2.2.2.7 OF THE RFP. THEY MUST SUBMIT A DELIVERY PROFILE GUARANTEEING 70% OF THE ENERGY IN THEIR DELIVERY PROFILE FOR THE WINTER PEAK PERIOD OVER THE COURSE OF EVERY WINTER PEAK PERIOD ON THE CPPD FORM IN THEIR BIDDER RESPONSE PACKAGE.

CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING FIRM SERVICE HYDROELECTRIC GENERATION, AND CLEAN ENERGY FROM NEW CLASS I RPS ELIGIBLE RESOURCES PAIRED WITH FIRM SERVICE HYDROELECTRIC GENERATION MUST COMPLY WITH SECTION 2.2.2.7 OF THE RFP. THEY WILL BE REQUIRED TO SUBMIT A DELIVERY PROFILE WITH NO WINTER PEAK PERIOD HOUR LESS THAN 60% OF THEIR HIGHEST ANNUAL SINGLE HOURLY DELIVERY CLAIMED IN THEIR ANNUAL DELIVERY PROFILE AS SUBMITTED AS A PART OF THEIR CPPD FORM IN THEIR BIDDER RESPONSE PACKAGE. BIDDERS WILL BE REQUIRED TO GUARANTEE THE SUBMITTED DELIVERY PROFILE IN ALL HOURS DURING THE WINTER PEAK PERIOD. BIDDERS SHOULD SUPPLY ANY STUDIES PERFORMED TO SUPPORT THIS PROFILE. BIDDERS SHOULD RESPOND TO ALL INFORMATION REQUESTS WHICH ARE RELEVANT TO THE BID IN A TIMELY MANNER.

Please refer to NRPP Bid B.

4.3 REC/ENVIRONMENTAL ATTRIBUTE DELIVERY PLAN

PLEASE PROVIDE DOCUMENTATION DEMONSTRATING THAT THE PROJECT WILL DELIVER GIS CERTIFICATES REPRESENTING THOSE RECS OR ENVIRONMENTAL ATTRIBUTES. FOR PROJECTS LOCATED OUTSIDE OF THE ISO-NE CONTROL AREA, DESCRIBE HOW THE DELIVERED ENERGY AND ASSOCIATED RECS OR ENVIRONMENTAL ATTRIBUTES WILL SATISFY NEPOOL-GIS RULES FOR THE DELIVERY OF GIS CERTIFICATES.

Please refer to NRPP Bid B.

SECTION 5 OF APPENDIX B OF THE RFP FINANCIAL/LEGAL

Bidders are required to demonstrate the financial viability of their proposed project. Bidders should provide the following information:

- 5.1 EACH BIDDER IS REQUIRED TO SUBMIT INFORMATION AND DOCUMENTATION THAT DEMONSTRATES THAT A LONG TERM CONTRACT RESULTING FROM THIS RFP PROCESS WOULD EITHER PERMIT THE BIDDER TO FINANCE ITS PROPOSAL THAT WOULD OTHERWISE NOT BE FINANCEABLE, OR ASSIST THE BIDDER IN OBTAINING FINANCING OF ITS PROPOSAL.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

The Bear Swamp hydroelectric pumped storage facility is fully operational and currently financed with a project bond. [REDACTED]

- 5.2 PLEASE PROVIDE A DESCRIPTION OF THE BUSINESS ENTITY STRUCTURE OF THE BIDDER'S ORGANIZATION FROM A FINANCIAL AND LEGAL PERSPECTIVE, INCLUDING ALL GENERAL AND LIMITED PARTNERS, OFFICERS, DIRECTORS, MANAGERS, MEMBERS AND SHAREHOLDERS, INVOLVEMENT OF ANY SUBSIDIARIES SUPPORTING THE PROJECT, AND THE PROVIDERS OF EQUITY AND DEBT DURING PROJECT DEVELOPMENT. PROVIDE AN ORGANIZATION CHART SHOWING THE RELATIONSHIP BETWEEN THE EQUITY AND DEBT PARTICIPANTS AND AN EXPLANATION OF THE RELATIONSHIPS. FOR JOINTLY OWNED FACILITIES, IDENTIFY ALL OWNERS AND THEIR RESPECTIVE INTERESTS, AND DOCUMENT THE BIDDER'S RIGHT TO SUBMIT A BINDING PROPOSAL.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

In addition to the duties outlined in Bid B, the Generation JV would be the counterparty under a long-term contract with Bear Swamp.

- 5.2 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE A DESCRIPTION OF THE FINANCING PLAN FOR THE PROJECT, INCLUDING CONSTRUCTION AND TERM FINANCING. THE FINANCING PLAN SHOULD ADDRESS THE FOLLOWING:
- I. WHO WILL FINANCE THE PROJECT AND THE RELATED FINANCING MECHANISM OR MECHANISMS THAT WILL BE USED (I.E. CONVERTIBLE DEBENTURE, EQUITY OR OTHER) INCLUDING REPAYMENT SCHEDULES AND CONVERSION FEATURES

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating and financed asset. [REDACTED]

[REDACTED]

II. THE PROJECT'S EXISTING INITIAL FINANCIAL STRUCTURE AND PROJECTED FINANCIAL STRUCTURE

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

[REDACTED]

III. EXPECTED SOURCES OF DEBT AND EQUITY FINANCING

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

[REDACTED]

IV. ESTIMATED CONSTRUCTION COSTS

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

[REDACTED]

V. THE PROJECTED CAPITAL STRUCTURE

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Sections 5.2(ii) and 5.2(iii) describe existing and projected capital structure.

VI. DESCRIBE ANY AGREEMENTS, BOTH PRE AND POST COMMERCIAL OPERATION DATE, ENTERED INTO WITH RESPECT TO EQUITY OWNERSHIP IN THE PROPOSED PROJECT AND ANY OTHER FINANCING ARRANGEMENT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

Bear Swamp is an existing, successfully operating and financed facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

Bear Swamp is an existing, successfully operating and financed facility. Section 5.2(iii) described how the Bear Swamp Upgrade project will be funded.

I.	PROJECT NAME AND LOCATION
II.	PROJECT TYPE AND SIZE
III.	DATE OF CONSTRUCTION AND PERMANENT FINANCING
IV.	FORM OF DEBT AND EQUITY FINANCING
V.	CURRENT STATUS OF THE PROJECT

Bear Swamp is an existing, successfully operating and financed facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets.

5.4 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE EVIDENCE THAT THE BIDDER HAS THE FINANCIAL RESOURCES AND FINANCIAL STRENGTH TO COMPLETE AND OPERATE THE PROJECT AS PLANNED.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating and financed facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets.

5.5 PROVIDE COMPLETE COPIES OF THE MOST RECENT AUDITED FINANCIAL STATEMENT OR ANNUAL REPORT FOR EACH BIDDER FOR EACH OF THE PAST THREE YEARS; INCLUDING AFFILIATES OF THE BIDDER (IF AUDITED STATEMENTS ARE NOT AVAILABLE, REVIEWED OR COMPILED STATEMENTS ARE TO BE PROVIDED). ALSO, PROVIDE THE CREDIT RATINGS FROM STANDARD & POOR'S AND MOODY'S (THE SENIOR UNSECURED LONG TERM DEBT RATING OR IF NOT AVAILABLE, THE CORPORATE RATING) OF THE BIDDER AND ANY AFFILIATES AND PARTNERS.

Please refer to NRPP Bid B.

5.6 PLEASE ALSO INCLUDE A LIST OF THE BOARD OF DIRECTORS, OFFICERS AND TRUSTEES FOR THE PAST THREE YEARS AND ANY PERSONS WHO THE BIDDER KNOWS WILL BECOME OFFICERS, BOARD MEMBERS OR TRUSTEES.

Please refer to NRPP Bid B.

5.7 THE BIDDER SHOULD DEMONSTRATE ITS ABILITY (AND/OR THE ABILITY OF ITS CREDIT SUPPORT PROVIDER) TO PROVIDE THE REQUIRED SECURITY, INCLUDING ITS PLAN FOR DOING SO.

Please refer to NRPP Bid B.

5.8 PROVIDE A DESCRIPTION OF ANY CURRENT OR RECENT CREDIT ISSUES/ CREDIT RATING DOWNGRADE EVENTS REGARDING THE BIDDER OR AFFILIATE ENTITIES RAISED BY RATING AGENCIES, BANKS, OR ACCOUNTING FIRMS.

Please refer to NRPP Bid B.

5.9 DESCRIBE THE ROLE OF THE FEDERAL PRODUCTION TAX CREDIT OR INVESTMENT TAX CREDIT (OR OTHER INCENTIVES) ON THE FINANCING OF THE PROJECT.

Please refer to NRPP Bid B.

BEAR SWAMP

The Federal Production Tax Credits and Investment Tax Credits would not be applicable for the Bear Swamp Upgrade.

5.10 BIDDERS MUST DISCLOSE ANY PENDING (CURRENTLY OR IN THE PAST THREE YEARS) LITIGATION OR DISPUTES RELATED TO PROJECTS DEVELOPED, OWNED OR MANAGED BY BIDDER OR ANY OF ITS AFFILIATES IN THE UNITED STATES, OR RELATED TO ANY ENERGY PRODUCT SALE AGREEMENT.

Please refer to NRPP Bid B.

5.11 WHAT IS THE EXPECTED OPERATING LIFE OF THE PROPOSED PROJECT? WHAT IS THE DEPRECIATION PERIOD FOR ALL SUBSTANTIAL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES TO MOVE POWER TO THE GRID, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES?

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Following completion of the Bear Swamp Upgrade project, the Bear Swamp facility is expected to have a useful life in excess of 40 years. With continued planned and preventative maintenance and refurbishments we expect the facility can be operated well beyond the term of the PPA in accordance with the highest industry standards.

5.12 FOR PROJECTS THAT INCLUDE NEW FACILITIES OR CAPITAL INVESTMENT, HAS THE BIDDER ALREADY OBTAINED FINANCING, OR A COMMITMENT OF FINANCING, FOR THE PROJECT? IF FINANCING HAS NOT BEEN OBTAINED, EXPLAIN HOW OBTAINING A LONG-TERM AGREEMENT AS PROPOSED WILL HELP YOU IN OBTAINING FINANCING FOR THE PROPOSED PROJECT, IN OBTAINING MORE FAVORABLE TERMS FOR THE FINANCING OF THE PROPOSED PROJECT, OR IN SUPPORTING THE FUTURE CAPITAL INVESTMENT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating and financed facility. [REDACTED]

[REDACTED]

[REDACTED]

5.13 STATE WHETHER THE BIDDER OR ITS AFFILIATES HAVE EXECUTED AGREEMENTS WITH RESPECT TO ENERGY, RECS AND/OR CAPACITY FOR THE PROJECT (INCLUDING ANY AGREEMENTS THAT HAVE BEEN TERMINATED) AND PROVIDE INFORMATION REGARDING THE ASSOCIATED TERM AND QUANTITIES, AND WHETHER BIDDER HAS BEEN ALLEGED TO HAVE DEFAULTED UNDER OR BREACHED ANY SUCH AGREEMENT.

Please refer to NRPP Bid B.

5.14 LIST ALL OF THE BIDDER'S AFFILIATED ENTITIES AND JOINT VENTURES TRANSACTING BUSINESS IN THE ENERGY SECTOR.

Please refer to NRPP Bid B.

5.15 HAS BIDDER, OR ANY AFFILIATE OF BIDDER, IN THE LAST FIVE YEARS, (A) CONSENTED TO THE APPOINTMENT OF, OR WAS TAKEN IN POSSESSION BY, A RECEIVER, TRUSTEE, CUSTODIAN OR LIQUIDATOR OF A SUBSTANTIAL PART OF ITS ASSETS, (B) FILED A BANKRUPTCY PETITION IN ANY BANKRUPTCY COURT PROCEEDING, (C) ANSWERED, CONSENTED OR SOUGHT RELIEF UNDER ANY BANKRUPTCY OR SIMILAR LAW OR FAILED TO OBTAIN A DISMISSAL OF AN INVOLUNTARY PETITION, (D) ADMITTED IN WRITING OF ITS INABILITY TO PAY ITS DEBTS WHEN DUE, (E) MADE A GENERAL ASSIGNMENT FOR THE BENEFIT OF CREDITORS, (F) WAS THE SUBJECT OF AN INVOLUNTARY PROCEEDING SEEKING TO ADJUDICATE THAT PARTY BANKRUPT OR INSOLVENT, (G) SOUGHT REORGANIZATION, ARRANGEMENT, ADJUSTMENT, OR COMPOSITION OF IT OR ITS DEBT UNDER ANY LAW RELATING TO BANKRUPTCY, INSOLVENCY OR REORGANIZATION OR RELIEF OF DEBTORS?

Please refer to NRPP Bid B.

5.16 BRIEFLY DESCRIBE ANY KNOWN CONFLICTS OF INTEREST BETWEEN BIDDER OR AN AFFILIATE OF BIDDER AND ANY DISTRIBUTION COMPANY, OR ANY AFFILIATES OF THE FOREGOING.

Please refer to NRPP Bid B.

5.17 DESCRIBE ANY LITIGATION, DISPUTES, CLAIMS OR COMPLAINTS INVOLVING THE BIDDER OR AN AFFILIATE OF BIDDER, AGAINST ANY DISTRIBUTION COMPANY OR ANY AFFILIATE OF ANY DISTRIBUTION COMPANY.

Please refer to NRPP Bid B.

5.18 DESCRIBE ANY LITIGATION, DISPUTES, CLAIMS OR COMPLAINTS, OR EVENTS OF DEFAULT OR OTHER FAILURE TO SATISFY CONTRACT OBLIGATIONS, OR FAILURE TO DELIVER PRODUCTS, INVOLVING BIDDER OR AN AFFILIATE OF BIDDER, AND RELATING TO THE PURCHASE OR SALE OF ENERGY, CAPACITY OR RENEWABLE ENERGY CERTIFICATES OR PRODUCTS.

Please refer to NRPP Bid B.

5.19 CONFIRM THAT BIDDER, AND THE DIRECTORS, EMPLOYEES AND AGENTS OF BIDDER AND ANY AFFILIATE OF BIDDER ARE NOT CURRENTLY UNDER INVESTIGATION BY ANY GOVERNMENTAL AGENCY AND HAVE NOT IN THE LAST FOUR YEARS BEEN CONVICTED

OR FOUND LIABLE FOR ANY ACT PROHIBITED BY STATE OR FEDERAL LAW IN ANY JURISDICTION INVOLVING CONSPIRACY, COLLUSION OR OTHER IMPROPRIETY WITH RESPECT TO BIDDING ON ANY CONTRACT, OR HAVE BEEN THE SUBJECT OF ANY DEBARMENT ACTION (DETAIL ANY EXCEPTIONS).

Please refer to NRPP Bid B.

5.20 IDENTIFY ALL REGULATORY AND OTHER APPROVALS NEEDED BY BIDDER TO EXECUTE A BINDING SALE AGREEMENT.

Please refer to NRPP Bid B.

5.20 DESCRIBE HOW THE PROJECT WILL CONFORM TO FERC'S APPLICABLE REGULATORY REQUIREMENTS, INCLUDING, BUT NOT LIMITED TO, FERC REQUIREMENTS RELATING TO ALLOCATION OF TRANSMISSION CAPACITY AND OPEN ACCESS, THE JUSTNESS AND REASONABLENESS OF RATES, THE POTENTIAL FOR UNDUE PREFERENCE OR DISCRIMINATION, AND AFFILIATE DEALINGS, IF ANY. DESCRIBE HOW YOUR PROPOSED APPROACH IS CONSISTENT WITH FERC PRECEDENT AND RATEMAKING PRINCIPLES.

Please refer to NRPP Bid B.

BEAR SWAMP

Bear Swamp has all necessary FERC authorizations to perform the services contemplated under this Proposal.

5.21 DESCRIBE AND DOCUMENT ANY AND ALL DIRECT AND INDIRECT AFFILIATIONS AND AFFILIATE RELATIONSHIPS, FINANCIAL OR OTHERWISE IN THE PAST THREE YEARS BETWEEN THE BIDDER AND ONE OR MORE OF THE DISTRIBUTION COMPANIES AND THEIR AFFILIATES, INCLUDING ALL RELATIONSHIPS IN WHICH ONE OF THE DISTRIBUTION COMPANIES HAS A FINANCIAL OR VOTING INTEREST (DIRECT OR INDIRECT) IN THE BIDDER OR THE BIDDER'S PROPOSED PROJECT. THESE RELATIONSHIPS INCLUDE:

- CORPORATE OR OTHER JOINT ARRANGEMENTS, JOINT VENTURES, JOINT OPERATIONS WHETHER CONTROL EXISTS OR NOT;
- MINORITY OWNERSHIP (50% OR LESS INVESTEE);
- JOINT DEVELOPMENT AGREEMENTS;
- OPERATING SEGMENTS THAT ARE CONSOLIDATED AS PART OF THE FINANCIAL REPORTING PROCESS ;
- RELATED PARTIES WITH COMMON OWNERSHIP;
- CREDIT, DEBENTURE, AND FINANCING ARRANGEMENTS, WHETHER A CONVERTIBLE EQUITY FEATURE IS PRESENT OR NOT;
- WHOLLY OWNED SUBSIDIARIES; AND

- COMMERCIAL (INCLUDING REAL PROPERTY) RELATIONSHIPS WITH ANY DISTRIBUTION COMPANY.

Please refer to NRPP Bid B.

SECTION 6 OF APPENDIX B TO THE RFP
SITING, INTERCONNECTION, AND DELIVERABILITY

This section of the proposal addresses project location, siting, real property rights and interconnection issues. Bidders should ensure that the threshold criteria outlined in Section 2.2 of the RFP for generation, transmission proposals, and system upgrades are verified in their responses.

6.1 PROVIDE A SITE PLAN INCLUDING A MAP OF THE SITE THAT CLEARLY IDENTIFIES THE LOCATION OF THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, THE ASSUMED RIGHT-OF-WAY WIDTH, THE TOTAL ACREAGE FOR ELIGIBLE FACILITIES, THE ANTICIPATED INTERCONNECTION POINT (OR, IF APPLICABLE, MULTIPLE POINTS FOR A TRANSMISSION PROJECT), AND THE RELATIONSHIP OF THE SITE TO OTHER LOCAL INFRASTRUCTURE, INCLUDING TRANSMISSION FACILITIES, ROADWAYS, AND WATER SOURCES. IN ADDITION TO PROVIDING THE REQUIRED MAP, PROVIDE A SITE LAYOUT PLAN WHICH ILLUSTRATES THE LOCATION OF ALL MAJOR EQUIPMENT AND FACILITIES ON THE SITE.

SITE PLAN INCLUDED? YES ☒ NO ☐ IF NOT, PLEASE EXPLAIN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility. Confidential Attachment 6.1.2 illustrates Bear Swamp location.

6.2 IDENTIFY ANY REAL PROPERTY RIGHTS (E.G., FEE-OWNED PARCELS, RIGHTS-OF-WAY, DEVELOPMENT RIGHTS OR EASEMENTS OR LEASES) THAT PROVIDE THE RIGHT TO USE THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, INCLUDING, FOR ELIGIBLE FACILITIES, AND ANY RIGHTS OF WAY NEEDED FOR INTERCONNECTION.

I. DOES THE PROJECT HAVE A RIGHT TO USE THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE FOR THE ENTIRE PROPOSED TERM OF THE PPA OR TARIFF (E.G., BY VIRTUE OF OWNERSHIP OR LAND DEVELOPMENT RIGHTS OBTAINED FROM THE OWNER)?

YES ☐ NO ☒ IF NOT, PLEASE EXPLAIN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility and has all required rights to control its site.

II. IF SO, PLEASE DETAIL THE BIDDER'S RIGHTS TO CONTROL THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE CONTROL.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility and has all required rights to control its site. Confidential Attachment 6.2.3 provides the list of real properties owned by Bear Swamp.

III. DESCRIBE THE STATUS OF ACQUISITION OF REAL PROPERTY RIGHTS, ANY OPTIONS IN PLACE FOR THE EXERCISE OF THESE RIGHTS AND DESCRIBE THE PLAN FOR SECURING THE NECESSARY REAL PROPERTY RIGHTS, INCLUDING THE PROPOSED TIMELINE. INCLUDE THESE PLANS AND THE TIMELINE IN THE OVERALL PROJECT TIMELINE.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility and has all required access rights to the facility.

IV. IDENTIFY ANY JOINT USE OF EXISTING OR PROPOSED REAL PROPERTY RIGHTS

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp does not have any joint use of existing or proposed real property rights.

6.3 *PROVIDE EVIDENCE THAT THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE IS PROPERLY ZONED OR PERMITTED. IF THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE IS NOT CURRENTLY ZONED OR PERMITTED PROPERLY, IDENTIFY PRESENT AND REQUIRED ZONING AND/OR LAND USE DESIGNATIONS AND PERMITS AND PROVIDE A PERMITTING PLAN AND TIMELINE TO SECURE THE NECESSARY APPROVALS.*

DETAIL THE ZONING AND PERMITTING ISSUES:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility with all required Federal and State licenses and approvals.

PERMITTING PLAN AND TIMELINE:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing and successfully operating facility with all required Federal and State licenses and approvals.

START DATE:	N/A	END DATE:	N/A
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As mentioned above, Bear Swamp is an existing and successfully operating facility with all required Federal and State license and approvals.

6.4 PROVIDE A DESCRIPTION OF THE AREA SURROUNDING THE ELIGIBLE FACILITY SITE AND/OR TRANSMISSION PROJECT ROUTE, INCLUDING A DESCRIPTION OF THE LOCAL ZONING, FLOOD PLAIN INFORMATION, EXISTING LAND USE AND SETTING (WOODLANDS, GRASSLANDS, AGRICULTURE, OTHER).

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp has been in operation for decades, acceptance of this Proposal will not result in any further development on the site that could affect the surrounding environment.

6.5 FOR ELIGIBLE FACILITIES, DESCRIBE AND PROVIDE A MAP OF THE PROPOSED INTERCONNECTION THAT INCLUDES THE PATH FROM THE GENERATION SITE TO THE ISO NEW ENGLAND INC. ("ISO-NE") POOL TRANSMISSION FACILITIES ("PTF"). DESCRIBE HOW THE BIDDER PLANS TO GAIN INTERCONNECTION PATH SITE CONTROL.

INTERCONNECTION MAP INCLUDED? YES: ☒ NO: ☐ IF NOT, PLEASE EXPLAIN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

The PTIDs for Bear Swamp are: J. Cockwell 1 (ID# 359) and J. Cockwell 2 (ID# 360).

INTERCONNECTION SITE CONTROL PLAN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is already interconnected to the ISONE transmission system.

6.6 PLEASE DESCRIBE THE STATUS OF ANY PLANNED INTERCONNECTION TO THE GRID. HAS THE BIDDER MADE A VALID INTERCONNECTION REQUEST TO ISO-NE, THE APPLICABLE NEW ENGLAND TRANSMISSION OWNER, OR ANY NEIGHBORING CONTROL AREAS, TO INTERCONNECT AT THE CAPACITY CAPABILITY INTERCONNECTION STANDARD? HAVE ANY STUDIES BEEN COMPLETED BY ISO-NE OR THE APPLICABLE TRANSMISSION OR DISTRIBUTION OWNER? IF MULTIPLE INTERCONNECTION REQUESTS HAVE BEEN MADE, PLEASE SPECIFY ALL SUCH ACTIVE REQUESTS WHICH HAVE NOT BEEN SUPERSEDED BY SUBSEQUENT REQUESTS AND INFORMATION REGARDING THE STATUS OF EACH..

PROVIDE COPIES OF ANY REQUESTS MADE AND STUDIES COMPLETED. DESCRIBE HOW SUCH STUDIES AND INFORMATION SUPPORT THE COSTS ASSUMED IN PREPARING YOUR BID AND THE ASSOCIATED TIMELINE PROPOSED.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is already interconnected to the ISONE transmission system, [REDACTED]

[REDACTED]

6.7 DESCRIBE THE PROJECT'S ELECTRICAL SYSTEM PERFORMANCE AND ITS IMPACT TO THE RELIABILITY OF THE NEW ENGLAND TRANSMISSION SYSTEM. FOR TRANSMISSION PROJECTS PROVIDE A DESCRIPTION OF HOW THE PROJECT WOULD SATISFY ISO NE'S I.3.9 REQUIREMENTS. PROVIDE THE STATUS OF ANY INTERCONNECTION STUDIES ALREADY UNDERWAY WITH ISO-NE AND/OR THE TRANSMISSION OWNER. PROVIDE A COPY OF ANY STUDIES COMPLETED TO DATE. PROVIDE A COPY OF AN INTERCONNECTION AGREEMENT, IF ANY, EXECUTED BY THE BIDDER WITH RESPECT TO THE PROPOSED PROJECT. IF AN INTERCONNECTION AGREEMENT HAS NOT BEEN EXECUTED, PLEASE PROVIDE THE STEPS THAT NEED TO BE COMPLETED BEFORE AN INTERCONNECTION AGREEMENT CAN BE EXECUTED AND THE ASSOCIATED TIMELINE.

PERFORMANCE AND ITS IMPACT:

System Performance

Please refer to NRPP Bid B.

Interconnection Studies

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

Bear Swamp – [REDACTED]

[REDACTED]

See Confidential Attachment 6.7.1 – [REDACTED].

ISO-NE Requirements and Plan for Interconnection of Transmission Facilities

Please refer to NRPP Bid B.

ATTACHMENTS:

COPY OF COMPLETED STUDIES ATTACHED: ☐ IF NONE, PLEASE EXPLAIN:

Please refer to NRPP Bid B.

COPY OF INTERCONNECTION AGREEMENT ATTACHED: ☐ IF NONE, PLEASE EXPLAIN:

Please refer to NRPP Bid B.

- 6.8 PROJECTS THAT DO NOT HAVE I.3.9 APPROVAL FROM ISO-NE MUST INCLUDE TECHNICAL REPORTS OR SYSTEM IMPACT STUDIES THAT APPROXIMATE THE ISO-NE INTERCONNECTION PROCESS, INCLUDING BUT NOT LIMITED TO CLEAR DOCUMENTATION OF STUDY TECHNICAL AND COST ASSUMPTIONS, REASONING, AND JUSTIFICATION OF SUCH ASSUMPTIONS. ALL STUDIES MUST ASSUME THE PROJECT WILL INTERCONNECT USING THE CAPACITY CAPABILITY INTERCONNECTION STANDARD, MUST USE THE CURRENT ISO-NE INTERCONNECTION PROCESS (INCLUDING NETWORK IMPACT SCENARIOS FROM MULTIPLE PROJECTS INTERCONNECTING), AND MUST ALSO DETAIL ANY ASSUMPTIONS WITH RESPECT TO PROJECTS AHEAD OF THE PROPOSED PROJECT IN THE ISO-NE INTERCONNECTION QUEUE AND ANY ASSUMPTIONS AS TO CHANGES TO THE TRANSMISSION SYSTEM THAT DIFFER FROM THE CURRENT ISO-NE REGIONAL SYSTEM PLAN. PLEASE INCLUDE A SCENARIO ANALYSIS THAT SHOWS HOW CHANGES IN THE PROJECT INTERCONNECTION QUEUE COULD IMPACT INTERCONNECTION COSTS.

Please refer to NRPP Bid B.

6.9 TO THE EXTENT THAT YOU PROVIDE AN ALTERNATIVE INTERCONNECTION SCENARIO BASED ON ISO-PROPOSED INTERCONNECTION PROCESS CHANGES, YOU MUST ALSO INCLUDE STUDIES USING THE PROPOSED ISO-NE-PROPOSED PROCESS. ANY SUCH STUDIES MUST BE ACCOMPANIED WITH CLEAR DOCUMENTATION OF STUDY TECHNICAL AND COST ASSUMPTIONS, REASONING, AND JUSTIFICATION OF SUCH ASSUMPTIONS.

Please refer to NRPP Bid B.

6.10 PROVIDE THE ELECTRICAL MODELS OF ALL ENERGY RESOURCES SUPPORTING THE PROPOSED PROJECT IN ACCORDANCE WITH THE FILING REQUIREMENTS OF THE ISO-NE TARIFF SCHEDULE 22 AND 23.

ELECTRICAL MODELS ATTACHED: ☒ IF NONE, PLEASE EXPLAIN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is providing attached Confidential Attachment 6.10 – Schedule 22 data.

6.11 PROVIDE A COPY OF AN ELECTRICAL ONE-LINE DIAGRAM SHOWING THE INTERCONNECTION FACILITIES AND THE RELEVANT FACILITIES OF THE TRANSMISSION AND/OR DISTRIBUTION PROVIDER.

ELECTRICAL ONE-LINE DIAGRAM ATTACHED: ☒ IF NONE, PLEASE EXPLAIN:

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

See Confidential Attachment 6.11.2

6.12 SPECIFY AND DESCRIBE THE CURRENT OR NEW INTERCONNECTION FACILITIES (LINES, TRANSFORMERS, SWITCHING EQUIPMENT, SYSTEM CONTROL PROTECTION, ETC.) THAT BIDDER OWNS OR IS INTENDING TO CONSTRUCT OR HAVE CONSTRUCTED IN ORDER TO DELIVER THE PROPOSED ENERGY.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is already interconnected to the ISONE transmission system. [REDACTED]

6.13 INCREMENTAL DATA REQUIREMENTS FOR PROJECTS THAT INCLUDE TRANSMISSION FACILITIES;

1. IDV FILE(S) IN PSSE V32 FORMAT MODELING ONLY THE NEW/MODIFIED TRANSMISSION COMPONENTS OF THE PROJECT: ☒ IF NONE, PLEASE EXPLAIN:

Please refer to NRPP Bid B.

IF THE BIDDER DOES NOT USE PSSE, PROVIDE IN TEXT FORMAT NECESSARY MODELING DATA AS FOLLOWS:

LINE DATA:

VOLTAGE THERMAL RATINGS

IMPEDANCES (R, X AND B)

LINE LENGTH: FROM TO

(BUS NUMBERS AND NAMES)

Please refer to NRPP Bid B.

TRANSFORMER DATA (INCLUDING PHASE SHIFTING TRANSFORMERS IF APPLICABLE):

TERMINAL VOLTAGES THERMAL RATINGS

IMPEDANCE

FROM TO

(BUS NUMBERS AND NAMES)

Please refer to NRPP Bid B.

- REACTIVE COMPENSATION MODELS AS NECESSARY

Please refer to NRPP Bid B.

- OTHER CHANGES TO THE MODEL THAT WOULD OCCUR DUE TO A PROJECT SUCH AS TERMINAL CHANGES FOR LINES/TRANSFORMERS/GENERATOR LEADS/LOADS ETC.

Please refer to NRPP Bid B.

6.14 PLEASE DETAIL WITH SUPPORTING INFORMATION AND STUDIES (AS AVAILABLE) THAT THE ENERGY CONTEMPLATED IN YOUR PROPOSAL IS ABLE TO BE DELIVERED TO THE DISTRIBUTION COMPANIES WITHOUT MATERIAL CONSTRAINT OR CURTAILMENT.

Please refer to NRPP Bid B.

6.15 PLEASE PROVIDE SUFFICIENT INFORMATION AND DOCUMENTATION TO DEMONSTRATE THAT THE PROPOSED POINT OF DELIVERY INTO ISO-NE, ALONG WITH THEIR PROPOSED INTERCONNECTION AND TRANSMISSION UPGRADES INCLUDING ANY TRANSMISSION UPGRADES BEYOND THE POINT OF INTERCONNECTION, IS SUFFICIENT TO ENSURE FULL DISPATCH OF THE PROPOSAL'S CLEAN ENERGY GENERATION PROFILE.

Please refer to NRPP Bid B.

SECTION 7 OF APPENDIX B TO THE RFP
ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND NEW CLASS I
RPS CERTIFICATION

This section addresses environmental and other regulatory issues associated with project siting, development and operations for both generation and transmission projects, as applicable.

7.1 PROVIDE A LIST OF ALL THE PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS REQUIRED. IF A BIDDER HAS SECURED ANY PERMIT OR HAS APPLIED FOR A PERMIT, PLEASE IDENTIFY IN THE RESPONSE.

I. PROVIDE A LIST OF ALL FEDERAL, STATE AND LOCAL PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS REQUIRED TO CONSTRUCT AND OPERATE THE PROJECT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility with all required Federal and State level permits.

II. IDENTIFY THE GOVERNMENTAL AGENCIES THAT WILL ISSUE OR APPROVE THE REQUIRED PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility with all required Federal and State level permits.

7.2 PROVIDE THE ANTICIPATED TIMELINE FOR SEEKING AND RECEIVING THE REQUIRED PERMITS, LICENSES, AND ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS. INCLUDE A PROJECT APPROVAL ASSESSMENT WHICH DESCRIBES, IN NARRATIVE FORM, EACH SEGMENT OF THE PROCESS, THE REQUIRED PERMIT OR APPROVAL, THE STATUS OF THE REQUEST OR APPLICATION AND THE BASIS FOR PROJECTION OF SUCCESS BY THE MILESTONE DATE. ALL REQUIREMENTS SHOULD BE INCLUDED ON THE PROJECT SCHEDULE IN SECTION 10.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility with all required Federal and State level permits.

7.3	<p>PROVIDE A PRELIMINARY ENVIRONMENTAL ASSESSMENT OF THE SITE AND PROJECT, INCLUDING BOTH CONSTRUCTION AND OPERATION, AS APPLICABLE. IN ADDITION, THE BIDDER SHOULD IDENTIFY ENVIRONMENTAL IMPACTS ASSOCIATED WITH THE PROPOSED PROJECT, ANY POTENTIAL IMPEDIMENTS TO DEVELOPMENT, AND ITS PLAN TO MITIGATE SUCH IMPACTS OR IMPEDIMENTS. THE ANALYSIS SHOULD ADDRESS EACH OF THE MAJOR ENVIRONMENTAL AREAS PRESENTED BELOW, AS APPLICABLE TO THE PROPOSED PROJECT:</p> <ul style="list-style-type: none"> I. IMPACTS DURING SITE DEVELOPMENT II. TRANSPORTATION INFRASTRUCTURE III. AIR QUALITY IMPACTS IV. ACCESS TO WATER RESOURCES/WATER QUALITY IMPACTS V. ECOLOGICAL AND NATURAL RESOURCES IMPACTS VI. LAND USE IMPACTS VII. CULTURAL RESOURCES VIII. PREVIOUS SITE USE (E.G., GREENFIELD, BROWNFIELD, INDUSTRIAL, ETC.) IX. NOISE LEVEL IMPACTS X. AESTHETIC/VISUAL IMPACTS XI. TRANSMISSION INFRASTRUCTURE IMPACTS XII. FUEL SUPPLY ACCESS, WHERE APPLICABLE
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Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility with all required Federal and State level permits.

7.4	<p>PROVIDE DOCUMENTATION IDENTIFYING THE LEVEL OF PUBLIC SUPPORT FOR THE PROJECT INCLUDING LETTERS FROM PUBLIC OFFICIALS, NEWSPAPER ARTICLES, ETC. INCLUDE INFORMATION ON SPECIFIC LOCALIZED SUPPORT AND/OR OPPOSITION TO THE PROJECT OF WHICH THE BIDDER IS AWARE. PROVIDE COPIES OF ANY AGREEMENTS WITH COMMUNITIES AND OTHER CONSTITUENCIES IMPACTED BY THE PROJECT, AND A PLAN FOR COMMUNITY OUTREACH ACTIVITIES, AND DISCUSS THE STATUS OF THAT PLAN.</p>
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Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility.

7.5 FOR BIDS THAT INCLUDE NEW CLASS I RENEWABLE PORTFOLIO STANDARD ELIGIBLE RESOURCES, PROVIDE DOCUMENTATION DEMONSTRATING THAT THE PROJECT WAS OR WILL BE QUALIFIED AS SUCH. IF THE FACILITY IS ALREADY IN OPERATION, PLEASE INDICATE WHEN THE FACILITY RECEIVED SUCH QUALIFICATION.

Please refer to NRPP Bid B.

7.6 ALL BIDDERS MUST INCLUDE SUFFICIENT INFORMATION AND DOCUMENTATION THAT DEMONSTRATES THAT THE BIDDER WILL UTILIZE AN APPROPRIATE TRACKING SYSTEM TO ENSURE A UNIT-SPECIFIC ACCOUNTING OF THE DELIVERY OF CLEAN ENERGY GENERATION, TO ENABLE THE DEPARTMENT OF ENVIRONMENTAL PROTECTION, IN CONSULTATION WITH DOER, TO ACCURATELY MEASURE PROGRESS IN ACHIEVING THE COMMONWEALTH'S GOALS UNDER CHAPTER 298 OF THE ACTS OF 2008 OR CHAPTER 21N OF THE GENERAL LAWS. THE RECS AND ENVIRONMENTAL ATTRIBUTES ASSOCIATED WITH CLEAN ENERGY GENERATION MUST BE DELIVERED INTO THE DISTRIBUTION COMPANIES' NEPOOL GIS ACCOUNTS.

Please refer to NRPP Bid B.

7.7 IDENTIFY ANY EXISTING, PRELIMINARY OR PENDING CLAIMS OR LITIGATION, OR MATTERS BEFORE ANY FEDERAL AGENCY OR ANY STATE LEGISLATURE OR REGULATORY AGENCY THAT MIGHT AFFECT THE FEASIBILITY OF THE PROJECT OR THE ABILITY TO OBTAIN OR RETAIN THE REQUIRED PERMITS FOR THE PROJECT.

Please refer to NRPP Bid B.

SECTION 8 OF APPENDIX B TO THE RFP
ENGINEERING AND TECHNOLOGY; COMMERCIAL ACCESS TO EQUIPMENT

This section includes questions pertinent to the engineering design and project technology. This section must be completed for a project that includes new facilities or capital investments for both generation and transmission components if applicable. Bidders should provide information about the specific technology or equipment including the track record of the technology and equipment and other information as necessary to demonstrate that the technology is viable.

8.1	PROVIDE A REASONABLE BUT PRELIMINARY ENGINEERING PLAN WHICH INCLUDES THE FOLLOWING INFORMATION:
I.	TYPE OF GENERATION AND TRANSMISSION TECHNOLOGY, IF APPLICABLE
II.	MAJOR EQUIPMENT TO BE USED
III.	MANUFACTURER OF THE EQUIPMENT
IV.	STATUS OF ACQUISITION OF THE EQUIPMENT
V.	WHETHER THE BIDDER HAS A CONTRACT FOR THE EQUIPMENT. IF NOT, DESCRIBE THE BIDDER'S PLAN FOR SECURING EQUIPMENT AND THE STATUS OF ANY PERTINENT COMMERCIAL ARRANGEMENTS
VI.	EQUIPMENT VENDORS SELECTED/CONSIDERED
VII.	HISTORY OF EQUIPMENT OPERATIONS
VIII.	IF THE EQUIPMENT MANUFACTURER HAS NOT YET BEEN SELECTED, IDENTIFY IN THE EQUIPMENT PROCUREMENT STRATEGY THE FACTORS UNDER CONSIDERATION FOR SELECTING THE PREFERRED EQUIPMENT

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]

[REDACTED]

- [REDACTED]
[REDACTED]
[REDACTED]

- [REDACTED]
[REDACTED]
[REDACTED]

- [REDACTED]
[REDACTED]
[REDACTED]

- [REDACTED]
[REDACTED]
[REDACTED]

- v. **Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements**

[REDACTED]

- vi. **Equipment vendors selected/considered**

[REDACTED]

- vii. **History of equipment operations**

The Bear Swamp facility has been in service since 1974. With modern design technology the pump turbines will be able to be upgraded for additional output and efficiency. The facility has had over 40 years of successful operation.

- viii. **If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment**

[REDACTED]

8.2 IF THE BIDDER HAS NOT YET SELECTED THE MAJOR EQUIPMENT FOR A PROJECT, PLEASE PROVIDE A LIST OF THE KEY EQUIPMENT SUPPLIERS UNDER CONSIDERATION.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

[REDACTED]

8.3 PLEASE IDENTIFY THE SAME OR SIMILAR EQUIPMENT BY THE SAME MANUFACTURER THAT ARE PRESENTLY IN COMMERCIAL OPERATION INCLUDING THE NUMBER INSTALLED, INSTALLED CAPACITY AND ESTIMATED GENERATION FOR THE PAST THREE YEARS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is utilizing proven pump turbine technology. [REDACTED] Presently there are 24 FERC licensed and operating pump storage facilities in the U.S. with a total installed capacity of 16,500 MW. Worldwide, there is 120,000 MW of installed pump-turbine technology.

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

8.4 FOR LESS MATURE TECHNOLOGIES, PROVIDE EVIDENCE (INCLUDING IDENTIFYING SPECIFIC APPLICATIONS) THAT THE TECHNOLOGY TO BE EMPLOYED FOR ENERGY PRODUCTION IS READY FOR TRANSFER TO THE DESIGN AND CONSTRUCTION PHASES. ALSO, ADDRESS HOW THE STATUS OF THE TECHNOLOGY IS BEING CONSIDERED IN THE FINANCIAL PLAN FOR THE PROJECT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is successfully operating utilizing mature technology. [REDACTED]

[REDACTED]

8.5 PLEASE INDICATE IF THE BIDDER HAS A FULL AND COMPLETE LIST OF EQUIPMENT NEEDED FOR ALL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES. IF NOT, IDENTIFY THE AREAS OF UNCERTAINTY AND WHEN THE FULL AND COMPLETE LIST OF EQUIPMENT WILL BE IDENTIFIED.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Bear Swamp has worked with American Hydro to identify list of equipment required for the upgrade project and has executed an EPC agreement with American Hydro.

8.6 PLEASE INDICATE IF THE BIDDER HAS SECURED ITS EQUIPMENT FOR ALL PHYSICAL ASPECTS OF THE BID, INCLUDING GENERATION FACILITIES, TRANSMISSION LEAD LINES, TRANSMISSION PROPOSALS, AND MANDATORY AND VOLUNTARY TRANSMISSION SYSTEM UPGRADES. IF NOT, IDENTIFY THE LONG-LEAD EQUIPMENT AND DESCRIBE THE TIMING FOR SECURING THIS EQUIPMENT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]
[REDACTED]
[REDACTED]

SECTION 9 OF APPENDIX B TO THE RFP OPERATION AND MAINTENANCE

Projects that can demonstrate that the operation and maintenance (“O&M”) plan, level of funding, and mechanism for funding will ensure reliable operations during the term of the contract or the tariff are preferred.

9.1 PROVIDE AN O&M PLAN FOR THE PROJECT THAT DEMONSTRATES THE LONG TERM OPERATIONAL VIABILITY OF THE PROPOSED PROJECT. THE PLAN SHOULD INCLUDE A DISCUSSION OF THE STAFFING LEVELS PROPOSED FOR THE PROJECT, THE EXPECTED ROLE OF THE PROJECT SPONSOR OR OUTSIDE CONTRACTOR, SCHEDULING OF MAJOR MAINTENANCE ACTIVITY, AND THE PLAN FOR TESTING EQUIPMENT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9.2 DESCRIBE IN DETAIL THE PROPOSED O&M FUNDING MECHANISM AND FUNDING LEVELS TO SUPPORT PLANNED AND UNPLANNED O&M REQUIREMENTS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

9.3 DESCRIBE THE TERMS (OR EXPECTED TERMS) OF THE WARRANTIES AND/OR GUARANTEES ON MAJOR EQUIPMENT THAT THE BIDDER IS UTILIZING OR PROPOSING TO UTILIZE.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]

9.4 DESCRIBE THE STATUS OF THE PROJECT SPONSOR IN SECURING ANY O&M AGREEMENTS OR CONTRACTS. INCLUDE A DISCUSSION OF THE SPONSOR'S PLAN FOR SECURING A MEDIUM-TERM OR LONG-TERM O&M CONTRACT, INCLUDING THE EXPECTED PROVIDER OF O&M SERVICES.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]

[REDACTED]

9.5 PROVIDE EXAMPLES OF THE BIDDER'S EXPERIENCE WITH O&M SERVICES FOR OTHER SIMILAR PROJECTS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]

[REDACTED] Brookfield Renewable owns and operates 10,700 MW of renewable energy facilities globally, of which ~88% are run-of-river and storage hydro facilities.

SECTION 10 OF APPENDIX B TO THE RFP
PROJECT SCHEDULE

A bidder must demonstrate that its proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. The bidder is required to provide sufficient information and documentation that shows that the bidder's resources, process and schedule are adequate for the acquisition of all rights, permits and approvals for the project and for the financing of the project consistent with the proposed project milestone dates.

For Eligible Generation Facilities or Transmission Projects that are not yet in-service, bidders are required to provide a complete critical path schedule for the project from the notice of selection of the project for contract consideration to the start of commercial operations. For each project element, list the start and end date.

10.1 IDENTIFY THE ELEMENTS ON THE CRITICAL PATH. THE SCHEDULE SHOULD INCLUDE, AT A MINIMUM, PRELIMINARY ENGINEERING, FINANCING, ACQUISITION OF REAL PROPERTY RIGHTS, FEDERAL, STATE AND/OR LOCAL PERMITS, LICENSES, ENVIRONMENTAL ASSESSMENTS AND/OR ENVIRONMENTAL IMPACT STATEMENTS (INCLUDING ANTICIPATED PERMIT SUBMITTAL AND APPROVAL DATES), COMPLETION OF INTERCONNECTION STUDIES AND APPROVALS, PROCUREMENT, FACILITY CONTRACTS, START OF CONSTRUCTION, CONSTRUCTION SCHEDULE, FUEL SUPPLY, AND ANY OTHER REQUIREMENTS THAT COULD INFLUENCE THE PROJECT SCHEDULE AND THE COMMERCIAL OPERATION DATE.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. [REDACTED]

[REDACTED]

[REDACTED]

- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]
- [REDACTED]

10.2 DETAIL THE STATUS OF ALL CRITICAL PATH ITEMS, SUCH AS RECEIPT OF ALL NECESSARY SITING, ENVIRONMENTAL, AND ISO-NE APPROVALS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Bear Swamp has all necessary siting and environmental approvals associated [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

SECTION 11 OF APPENDIX B TO RFP
PROJECT MANAGEMENT/EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop (for a project that includes new facilities or capital investment) and operate the project proposed. The Distribution Companies are particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and, for projects that include new facilities or capital investment, can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

11.1 PROVIDE AN ORGANIZATIONAL CHART FOR THE PROJECT THAT LISTS THE PROJECT PARTICIPANTS AND IDENTIFIES THE CORPORATE STRUCTURE, INCLUDING GENERAL AND LIMITED PARTNERS.

Please refer to NRPP Bid B.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Brookfield Renewable is the operator of the facility pursuant to a management, operations and maintenance agreement.

11.2 FOR A PROJECT THAT INCLUDES NEW FACILITIES OR CAPITAL INVESTMENT, PROVIDE STATEMENTS THAT LIST THE SPECIFIC EXPERIENCE OF THE BIDDER AND EACH OF THE PROJECT PARTICIPANTS (INCLUDING, WHEN APPLICABLE, THE BIDDER, PARTNERS, EPC CONTRACTOR AND PROPOSED CONTRACTORS), IN DEVELOPING, FINANCING, OWNING, AND OPERATING GENERATING OR TRANSMISSION FACILITIES (AS APPLICABLE), OTHER PROJECTS OF SIMILAR TYPE, SIZE AND TECHNOLOGY, AND ANY EVIDENCE THAT THE PROJECT PARTICIPANTS HAVE WORKED JOINTLY ON OTHER PROJECTS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility: [REDACTED]
[REDACTED] [REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets. [REDACTED]

[REDACTED] Brookfield Renewable's management chart and resumes of key personal is provided as part of NRPP Bid B Section 11.4

- 11.5 PROVIDE A LISTING OF ALL PROJECTS THE PROJECT SPONSOR HAS SUCCESSFULLY DEVELOPED OR THAT ARE CURRENTLY UNDER CONSTRUCTION. PROVIDE THE FOLLOWING INFORMATION AS PART OF THE RESPONSE:
- I. NAME OF THE PROJECT
 - II. LOCATION OF THE PROJECT
 - III. PROJECT TYPE, SIZE AND TECHNOLOGY
 - IV. COMMERCIAL OPERATION DATE
 - V. ESTIMATED AND ACTUAL CAPACITY FACTOR OF THE PROJECT FOR THE PAST THREE YEARS
 - VI. AVAILABILITY FACTOR OF THE PROJECT FOR THE PAST THREE YEARS
 - VII. REFERENCES, INCLUDING THE NAMES AND CURRENT ADDRESSES AND TELEPHONE NUMBERS OF INDIVIDUALS TO CONTACT FOR EACH REFERENCE

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Brookfield Renewable and Emera Inc. each has a 50% joint venture operating interest in Bear Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets. [REDACTED]

- 11.6 WITH REGARD TO THE BIDDER'S PROJECT TEAM, IDENTIFY AND DESCRIBE THE ENTITY RESPONSIBLE FOR THE FOLLOWING, AS APPLICABLE:
- I. CONSTRUCTION PERIOD LENDER, IF ANY
 - II. OPERATING PERIOD LENDER AND/OR TAX EQUITY PROVIDER, AS APPLICABLE
 - III. FINANCIAL ADVISOR
 - IV. ENVIRONMENTAL CONSULTANT
 - V. FACILITY OPERATOR AND MANAGER
 - VI. OWNER'S ENGINEER
 - VII. EPC CONTRACTOR (IF SELECTED)

VIII. TRANSMISSION CONSULTANT

IX. LEGAL COUNSEL

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

Bear Swamp is an existing, successfully operating facility. Brookfield renewable and Emera Inc. each has a 50% joint venture operating interest in Bera Swamp. Both partners are well capitalized and significantly experienced in managing power generating assets. Brookfield Renewable is the operator of the facility pursuant to a management, operations and maintenance agreement.

[REDACTED]

11.7 PROVIDE DETAILS OF THE BIDDER'S EXPERIENCE IN ISO-NE OTHER MARKETS AFFECTED BY THE BID. WITH REGARD TO BIDDER'S EXPERIENCE WITH ISO-NE MARKETS, PLEASE INDICATE THE ENTITY THAT WILL ASSUME THE DUTIES OF LEAD MARKET PARTICIPANT FOR YOUR PROJECT. PLEASE PROVIDE A SUMMARY OF THE PROPOSED LEAD MARKET PARTICIPANT'S EXPERIENCE WITH EACH OF THE ISO-NE MARKETS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

On behalf of Bear Swamp Power Company pursuant to a power agency agreement, BEMLP is responsible for selling and purchasing all energy and energy related products generated by Bear Swamp.

SECTION 12 OF APPENDIX B TO THE RFP EMISSIONS

12.1 FOR EXISTING GENERATION FACILITIES, PROVIDE EMISSIONS ESTIMATES BASED ON AVAILABLE CONTINUOUS EMISSIONS MONITORING DATA. WHERE CONTINUOUS EMISSIONS MONITORING DATA IS NOT AVAILABLE, PROVIDE EMISSIONS ESTIMATES BASED ON THE MOST RECENT STACK EMISSIONS TEST CONDUCTED USING AN EPA REFERENCE METHOD APPROVED BY THE APPLICABLE PERMITTING AND ENFORCEMENT AUTHORITY. WHERE CONTINUOUS EMISSIONS DATA OR ACTUAL STACK EMISSIONS TEST DATA ARE NOT AVAILABLE, PROVIDE EMISSIONS ESTIMATES BASED ON EMISSIONS FACTORS FROM THE LATEST EDITION OF EPA'S AP-42, COMPILATION OF AIR POLLUTANT EMISSIONS FACTORS.

FOR NEW GENERATION FACILITIES, PROVIDE EMISSIONS ESTIMATES BASED ON AVAILABLE DATA FROM THE UNIT MANUFACTURER. ALTERNATIVELY, PROVIDE ACTUAL EMISSIONS DATA DETERMINED IN ACCORDANCE WITH THE PARAGRAPH ABOVE FOR A SIMILAR FACILITY BUILT WITHIN THE PAST 3 YEARS. INCLUDE COPIES OF SUPPORTING DOCUMENTATION FOR ALL EMISSIONS ESTIMATES.

Project Anticipated Emissions, expressed in pounds/megawatt-hour (lbs/MWh):

Source of Information	Date of Test (if applicable)	Greenhouse Gases (all except methane) Expressed as Carbon Dioxide equivalent (CO ₂ e)	Nitrogen Oxides (NO _x)	Sulfur Oxides (SO _x)	Carbon Monoxide (CO)	Particulate Matter (PM 2.5)	Methane (CH ₄)
The Class I Facilities and Firming Hydro Facilities produce zero or negligible emissions.							

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

12.2 DESCRIBE ANY PAST INVESTMENTS THAT WILL, OR HAVE BEEN MADE TO YOUR FACILITY TO IMPROVE ITS EMISSIONS PROFILE OR ANY PLANNED FUTURE INVESTMENTS MADE TO YOUR FACILITY IN ORDER TO IMPROVE ITS EMISSIONS PROFILE. POLLUTANT SPECIFIC EMISSIONS IMPROVING TECHNOLOGIES INCLUDE, BUT ARE NOT LIMITED TO:

- NOX – SELECTIVE/NON-SELECTIVE CATALYTIC REDUCTION
- SOX – WET/DRY SCRUBBERS
- PM – FABRIC FILTER/BAG HOUSE, ELECTROSTATIC PRECIPITATOR, CYCLONE SEPARATOR
- CO – OXIDATION CATALYST

INVESTMENTS THAT IMPROVE OVERALL EMISSIONS INCLUDE, BUT ARE NOT LIMITED TO:

- EQUIPMENT TUNE-UPS (IMPROVES COMBUSTION EFFICIENCY AND EMISSIONS)
- BOILER TUBE REPLACEMENTS (IMPROVES HEAT TRANSFER EFFICIENCY AND REDUCES FUEL USE)
- OTHER EFFICIENCY IMPROVEMENTS (E.G., INSTALLING A HEAT EXCHANGER TO USE WASTE HEAT TO PRE-HEAT FEED WATER TO THE BOILER)

INCLUDE CONTROL EQUIPMENT SPECIFICATIONS, DATE(S) OF INSTALLATION, EXPECTED LIFE OF EQUIPMENT, BENEFITS GAINED FROM THE ADDITION OF SUCH EQUIPMENT, ETC.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

None of the technologies or investments listed applied to Bear Swamp, which is a non-emitting resource.

12.3 DESCRIBE HOW YOUR PROJECT WILL CONTRIBUTE TO THE MASSACHUSETTS 2008 GLOBAL WARMING SOLUTIONS ACT (GWSA) AND THE 2010 CLEAN ENERGY AND CLIMATE PLAN FOR 2020. DESCRIBE HOW YOUR PROJECT WILL CONTRIBUTE BOTH TO THE SHORT TERM 2020 GOAL, AND LONGER TERM 2050 GOAL FOUND IN THESE LAWS.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

BEAR SWAMP

The Project will enhance contributions to B by increasing deliveries of the Clean Energy Generation during peak periods, thereby reducing reliance on gas-fired generation.

[REDACTED]

[REDACTED]

[REDACTED]	
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

Clean Energy Generation from the Project does not only displace CO₂, but will also displace nitrogen oxides (NO_x) and sulfur dioxide (SO₂), which are also significant pollutants. *Table 12.3-2a* summarizes the NO_x and SO₂ reductions driven by the Project’s Expected Deliveries and the environmental benefits of the additional storage feature included in this Proposal.

The reduction in CO₂ emissions provides a societal benefit of approximately [REDACTED], using the Social Cost of Carbon (“SCC”). The SCC represents the damage of emitting one additional ton of carbon dioxide in that year, or alternatively the benefit of avoiding a ton of carbon dioxide emissions. The most cited estimates of SC-CO₂ are provided by the US Government Interagency Working Group on Social Cost of Greenhouse Gases¹. This is further detailed in Section 13.3 below.

¹ “Technical Support Document: – Social Cost of Carbon for Regulatory Impact Analysis – Under Executive Order 12866.” Obtained at: https://www.epa.gov/sites/production/files/2016-12/documents/scc_tsd_2010.pdf

SECTION 13 OF APPENDIX B TO THE RFP
CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER
DIRECT AND INDIRECT BENEFITS

13.1 PLEASE PROVIDE AN ESTIMATE OF THE NUMBER OF JOBS TO BE CREATED DIRECTLY DURING PROJECT DEVELOPMENT AND CONSTRUCTION (FOR A PROJECT THAT INCLUDES NEW FACILITIES OR CAPITAL INVESTMENT), AND DURING OPERATIONS, AND A GENERAL DESCRIPTION OF THE TYPES OF JOBS CREATED, ESTIMATED ANNUAL COMPENSATION, THE EMPLOYER(S) FOR SUCH JOBS, AND THE LOCATION. PLEASE TREAT THE DEVELOPMENT, CONSTRUCTION, AND OPERATION PERIODS SEPARATELY IN YOUR RESPONSE.

In addition to the benefits outlined in NRPP Bid B, the Project provides increments employment benefits in the Commonwealth. The Bear Swamp Upgrade project will create additional employment benefits during the development and construction of the project.

[REDACTED]

[REDACTED]

[REDACTED]

	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]

[REDACTED]

13.2 PLEASE PROVIDE THE SAME INFORMATION AS PROVIDED IN RESPONSE TO QUESTION 13.1 ABOVE BUT WITH RESPECT TO JOBS THAT WOULD BE INDIRECTLY CREATED AS A RESULT OF THE PROPOSED PROJECT.

See Section 13.1.

13.3 PLEASE DESCRIBE ANY OTHER ECONOMIC DEVELOPMENT IMPACTS (EITHER POSITIVE OR NEGATIVE) THAT COULD RESULT FROM THE PROPOSED PROJECT, SUCH AS CREATING PROPERTY TAX REVENUES OR PURCHASING CAPITAL EQUIPMENT, MATERIALS OR SERVICES FOR NEW ENGLAND BUSINESSES. PLEASE PROVIDE THE LOCATION(S) WHERE THESE ECONOMIC DEVELOPMENT BENEFITS ARE EXPECTED TO OCCUR.

[REDACTED]

[REDACTED]

[REDACTED]

13.4 TO THE EXTENT NOT ALREADY SPECIFIED ELSEWHERE IN YOUR RESPONSE, PLEASE ADDRESS THE FACTORS LISTED IN SECTION 2.2.2.9 AND DESCRIBE ANY BENEFITS OR IMPACTS ASSOCIATED WITH THE PROPOSED PROJECT.

Please refer to NRPP Bid B for the Firming Hydro Facilities and the Class I Facilities.

13.5 DESCRIBE HOW YOUR PROJECT WILL (A) CONTRIBUTE TO REDUCING WINTER ELECTRICITY PRICE SPIKES IN MASSACHUSETTS, AND (B) GUARANTEE ENERGY DELIVERY IN WINTER MONTHS. CLASS I RPS ELIGIBLE PROJECTS MUST GUARANTEE THAT 70% OF ENERGY IN THEIR DELIVERY PROFILE OF THE WINTER PEAK PERIOD WILL BE DELIVERED OVER THE COURSE OF EVERY WINTER PEAK PERIOD (SEE SECTION 2.2.2.7). CLEAN ENERGY GENERATION FOR PROJECTS CONTAINING FIRM SERVICE HYDROELECTRIC GENERATION, AND CLEAN ENERGY FROM NEW CLASS I RPS ELIGIBLE RESOURCES PAIRED WITH FIRM SERVICE HYDROELECTRIC GENERATION, WILL BE REQUIRED TO SUBMIT A DELIVERY PROFILE WITH NO WINTER PEAK PERIOD HOUR LESS THAN 60 PERCENT (60%) OF THEIR HIGHEST ANNUAL SINGLE HOURLY DELIVERY CLAIMED IN THEIR ANNUAL DELIVERY PROFILE.

A) CONTRIBUTE TO REDUCING WINTER ELECTRICITY PRICE SPIKES IN MASSACHUSETTS

[REDACTED]

[REDACTED]

[REDACTED]

B) GUARANTEE ENERGY DELIVERY IN THE WINTER MONTHS

Please refer to Sections 3.4 and 4.2.

13.6 IF APPLICABLE, PLEASE DEMONSTRATE ANY BENEFITS TO LOW-INCOME RATEPAYERS IN THE COMMONWEALTH, AND THE IMPACT, IF ANY, THOSE BENEFITS WILL HAVE ON THE COST TO THE PROJECT.

[REDACTED]

SECTION 14 OF APPENDIX B OF THE RFP
ADDITIONAL INFORMATION REQUIRED FOR TRANSMISSION PROJECTS (AND
ALL SYSTEM UPGRADES ASSOCIATED WITH PROPOSED TRANSMISSION
PROJECTS)

Bids that include Transmission Projects (and all System Upgrades) must also provide the following information:

14.1 TRANSMISSION PROJECT INFORMATION:

I. OVERALL PROJECT DESCRIPTION

Please refer to NRPP Bid B.

II. THE OPERATING VOLTAGE OF THE PROPOSED PROJECT: KV: 345 KV

III. THE TYPE OF STRUCTURES (SUCH AS STEEL TOWERS OR POLES) THAT WOULD BE USED FOR THE PROPOSED PROJECT

Please refer to NRPP Bid B.

IV. THE LENGTH OF THE PROPOSED TRANSMISSION LINE AND THE TYPE(S) OF TERRAIN AND LAND OWNERSHIP OF THE PROPOSED ROW

OVERHEAD MILES: 23 UNDERWATER/UNDERGROUND MILES: N/A

TERRAIN: SEE BELOW

Please refer to NRPP Bid B.

V. THE SUBSTATION FACILITIES (NUMBER OF BREAKERS, TRANSFORMERS, ETC.) REQUIRED AT EACH TERMINAL OF THE PROPOSED PROJECT AND INFORMATION AS TO HOW THE NEW FACILITIES WOULD INTERCONNECT TO ANY EXISTING FACILITIES.

Please refer to NRPP Bid B.

VI. THE ESTIMATED COSTS OF THE PROPOSED PROJECT BROKEN OUT INTO SEPARATE CATEGORIES AS DESCRIBED BELOW FOR TRANSMISSION FACILITIES AND SUBSTATION FACILITIES IN NOMINAL YEAR DOLLARS.

A. FOR COST OF SERVICE OR MODIFIED COST OF SERVICE PROPOSALS:

1. PROVIDE THE CAPITAL COST ESTIMATE PRESENTED AS A BUILDUP OF COSTS BY CATEGORY, SUCH AS ENVIRONMENTAL, ENGINEERING, CIVIL WORKS, MATERIALS, EQUIPMENT, CONSTRUCTION, CONSTRUCTION MANAGEMENT, PHYSICAL AND PRICE CONTINGENCIES, ALLOWANCE FOR FUNDS USED DURING

CONSTRUCTION (AFUDC), AND ALL OTHER CATEGORIES FOR WHICH RECOVERY UNDER FERC WOULD BE SOUGHT. THESE CATEGORIES ARE ILLUSTRATIVE; AGGREGATE COSTS INTO THE CATEGORIES MOST RELEVANT TO THE DEVELOPMENT OF THE PROPOSED PROJECT. ALL COSTS SHOULD BE PROVIDED IN NOMINAL DOLLARS.

Please refer to NRPP Bid B.

2. FOR PROJECTS WITH TRANSMISSION AND SUBSTATION COMPONENTS, SEPARATE THE COSTS INTO TWO ROWS (E.G. USE ONE ROW FOR SUBSTATION CONSTRUCTION AND A SECOND FOR TRANSMISSION CONSTRUCTION). DESCRIBE THE DETAILED FINANCIAL PLAN ON A MONTHLY BASIS DURING THE CONSTRUCTION PERIOD, E.G., FOR 3 YEARS OR AS LONG AS NECESSARY. THE PLAN SHOULD PRESENT THE COSTS AND FINANCIAL OUTLAYS IN EACH MONTH OF THE CONSTRUCTION PERIOD, AND THE CORRESPONDING SOURCES OF FINANCING (EQUITY CONTRIBUTION AND DEBT DRAWDOWN), AS IN THE FOLLOWING ILLUSTRATIVE TABLE. DATA SHOULD INCLUDE AN ESTIMATE OF THE COST OF BOTH PHYSICAL AND PRICE CONTINGENCIES DURING THE CONSTRUCTION PERIOD. THE FINANCING PLAN SHOULD INDICATE THE ABILITY TO FINANCE THE CONSTRUCTION OF THE PROPOSED PROJECT UNDER BASE CASE AND CONTINGENCY SCENARIOS.

Please refer to NRPP Bid B.

3. DESCRIBE THE PROPOSED FINANCING SOURCES AND INSTRUMENTS.

Please refer to NRPP Bid B.

4. SOURCES OF FUNDS FOR CONSTRUCTION AND WORKING CAPITAL - INCLUDE NAME OF ENTITY PROVIDING DEBT FINANCING, LOAN AMOUNTS, INTEREST RATES, REPAYMENT PERIOD, GRACE PERIOD DURING CONSTRUCTION; AND EQUITY PROVIDED BY PROJECT SPONSOR.

Please refer to NRPP Bid B.

5. SOURCES OF FUNDS FOR UNEXPECTED REPAIRS OR REPLACEMENT CONSTRUCTION DURING THE OPERATING PERIOD, E.G., REPLACEMENT OF TOWER. NOTE: THE OPERATING PERIOD IS THE APPLICANT'S ESTIMATE OF THE USEFUL LIFE OR ACCOUNTING LIFE OF THE TRANSMISSION PROJECT ELEMENT(S).

Please refer to NRPP Bid B.

- B. IF THE BIDDER IS PROPOSING FIXED-RATE PRICING RATHER THAN COST-OF-SERVICE OR MODIFIED COST-OF-SERVICE PRICING, PROVIDE SUFFICIENT INFORMATION AND ASSESSMENT TO SHOW THAT THE PROPOSED PROJECT, INCLUDING ANY NECESSARY TRANSMISSION NETWORK UPGRADES, IS FINANCIALLY VIABLE. IN THIS REGARD, PROVIDE CAPITAL COST ESTIMATES AND OPERATION AND MAINTENANCE COST ESTIMATES AND THE BASIS FOR YOUR ESTIMATES, INCLUDING THE EXTENT TO WHICH ESTIMATES ARE BASED ON VENDOR CONTRACTS OR VENDOR QUOTES, YOUR EXPERIENCE IN THE DEVELOPMENT, CONSTRUCTION AND/OR OPERATION OF SIMILAR PROJECTS, YOUR APPROACH REGARDING CONTINGENCY AND RISK MANAGEMENT, AND YOUR PROPOSED FINANCING PLAN. ALL COSTS SHOULD BE PROVIDED IN NOMINAL DOLLARS, ALTHOUGH INFLATION AND COST ESCALATION ESTIMATES SHOULD BE PROVIDED. PLEASE DESCRIBE IN DETAIL THE DUE DILIGENCE YOU HAVE CONDUCTED IN DEVELOPING YOUR PRICING AND TARIFF PROPOSAL.

Please refer to NRPP Bid B.

- VII. PROVIDE A PROPOSED SCHEDULE FOR PROJECT DEVELOPMENT THROUGH K FOR OPERATION THAT INCLUDES KEY CRITICAL PATH ITEMS, SUCH AS:
- A. DEVELOP CONTRACTS FOR PROJECT WORK

Please refer to NRPP Bid B.

- B. COMPLETION OF STUDIES AND RECEIPT OF APPROVALS NEEDED FOR THE INTERCONNECTION

Please refer to NRPP Bid B.

- C. PERMITTING; R/W AND LAND ACQUISITION

Please refer to NRPP Bid B.

- D. ENGINEERING AND DESIGN

Please refer to NRPP Bid B.

- E. MATERIAL AND EQUIPMENT PROCUREMENT, INCLUDING IDENTIFICATION OF LONG LEAD TIME EQUIPMENT

Please refer to NRPP Bid B.

F. FACILITY CONSTRUCTION

Please refer to NRPP Bid B.

G. AGREEMENTS (INTERCONNECTION, OPERATING, SCHEDULING, ETC.) WITH OTHER ENTITIES

Please refer to NRPP Bid B.

H. PRE-OPERATING TESTING

Please refer to NRPP Bid B.

I. PROJECT IN-SERVICE DATE

Please refer to NRPP Bid B.

J. OTHER ITEMS IDENTIFIED BY THE BIDDER

Please refer to NRPP Bid B.

VIII. BIDDER MUST INDICATE WHETHER IT PROPOSES TO RECOVER ABANDONMENT COSTS FOR ITS TRANSMISSION PROJECT FROM THE DISTRIBUTION COMPANIES, AS DESCRIBED IN SECTION 2.2.2.6.2 OF THIS RFP. IF SO, BIDDER MUST ACKNOWLEDGE THAT RECOVERY OF ANY SUCH ABANDONMENT COSTS SHALL BE IN ACCORDANCE WITH FERC RULES AND POLICIES, AND ALSO ACKNOWLEDGE THAT IN NO EVENT WILL A BIDDER SEEK TO RECOVER ABANDONMENT COSTS IF THE ABANDONMENT WAS CAUSED DIRECTLY OR INDIRECTLY BY SOME ACT OR FAILURE TO ACT OF THE BIDDER. BIDDER MUST FURTHER AFFIRMATIVELY COMMIT NOT TO SEEK FROM FERC OR ANY OTHER AGENCY OR AUTHORITY ANY TREATMENT OF ABANDONMENT COSTS INCONSISTENT WITH THE PROVISIONS OF SECTION 2.2.2.6.2 OF THE RFP. TO THE EXTENT THE BIDDER PROPOSES TO RECOVER ABANDONMENT COSTS, SUCH PROPOSAL SHOULD BE FURTHER DESCRIBED AS SET FORTH IN APPENDIX C-2 OF THIS RFP.

Please refer to NRPP Bid B.

14.2 THE PROPOSED PAYMENT REQUIRED FOR THE TRANSMISSION PROJECT AND ALL SYSTEM UPGRADES.

I. ALL PROPOSALS MUST INCLUDE SIGNIFICANT COST CONTAINMENT AS STATED IN THE RFP.

Please refer to NRPP Bid B.

- II. LIST ALL SITUATIONS WHICH MAY CHANGE THE PROPOSED PAYMENTS BY CONSUMERS DURING THE CONTRACT TERM.

Please refer to NRPP Bid B.

- III. IDENTIFY ANY LIMITS PLACED UPON THE BIDDER'S POST-CONTRACT TERM RATES ACCORDING TO CURRENT FERC RULES.

Please refer to NRPP Bid B.

- IV. IDENTIFY ALL OTHER PROJECT REVENUES WHICH MAY BE RECEIVED BY THE BIDDER DURING THE CONTRACT TERM WHICH WOULD NOT REDUCE RATES PAID BY CONSUMERS.

Please refer to NRPP Bid B.

- V. IF THE PROPOSED PAYMENTS MAY CHANGE DURING THE CONTRACT TERM OR THE PROPOSAL IS BASED ON COST OF SERVICE, THE BIDDER MUST PROVIDE THE METHOD THAT TRANSMISSION OWNER SHALL USE TO DETERMINE THE PAYMENT FOR THE TRANSMISSION PROJECT UNDER THE TRANSMISSION RATE SCHEDULE OR TARIFF AND SERVICE AGREEMENT TO BE FILED WITH FERC. IF THE PROPOSED PAYMENT IS A FORMULA RATE, THE ELIGIBLE BIDDER MUST ALSO PROVIDE THE FORMULA AND ITS PROPOSED INPUTS THAT THE TRANSMISSION OWNER WILL FILE WITH FERC.

Please refer to NRPP Bid B.

- VI. IF THE PROPOSED PAYMENT IS BASED ON THE TRANSMISSION PROJECT'S COST OF SERVICE AND MAY CHANGE DURING THE CONTRACT TERM BASED ON CHANGES IN THE COST OF SERVICE, A FULL REVENUE REQUIREMENTS MODEL MUST BE INCLUDED AND SUBMITTED AS A WORKING EXCEL SPREADSHEET WITH THE FORMULAS INTACT.
- A. PROVIDE THE ANNUAL REVENUE REQUIREMENT FORECASTS FOR THE PROJECT – INCLUDING ASSUMPTIONS. PROVIDE A DRAFT VERSION OF THE REVENUE REQUIREMENT CALCULATION IN A FORMAT THAT IS SIMILAR TO WHAT WOULD BE INCLUDED IN THE RATE SCHEDULE OR TARIFF AND SERVICE AGREEMENT APPLICATION TO FERC, INDICATING THE FORECAST REVENUE REQUIREMENT AMOUNTS AND ALL ASSUMPTIONS USED IN THE CALCULATIONS. THIS SHOULD INCLUDE BUT NOT BE LIMITED TO THE ASSUMPTIONS REGARDING RATE OF RETURN, DEPRECIATION LIFE, SPLIT BETWEEN DEBT AND CAPITAL, AFUDC AND WEIGHTED COST OF CAPITAL, AND A DETAILED ESTIMATE OF THE ANTICIPATED AVERAGE ANNUAL OPERATING AND MAINTENANCE COST. PROVIDE THE INFORMATION REQUESTED IN SECTION 14.1.A OF THE BIDDER RESPONSE PACKAGE.

Please refer to NRPP Bid B.

- VII. IF THE PRICING PROPOSED IS BASED ON COST OF SERVICE, DETAIL ALL COST CONTAINMENT COMMITMENTS. EXAMPLES OF SUCH COMMITMENTS INCLUDE FIXED PRICE COMPONENTS, COST OVERRUN RESTRICTIONS, OR OTHER COST BANDWIDTH PROVISIONS THAT ARE PROPOSED TO LIMIT RATEPAYER RISK MUST BE CLEARLY DEFINED.

Please refer to NRPP Bid B.

- VIII. PLEASE INCLUDE FULL AND COMPLETE DESCRIPTIONS OF ALL COST CONTAINMENT MEASURES THAT YOU PROPOSE TO BE INCLUDED IN YOUR PRICING. ADDITIONALLY PROVIDE ANY SUPPORTING DOCUMENTATION FOR ANY SAVINGS OR METHODS OF SAVINGS INCLUDING COST CAPS ON ANY PORTION OF YOUR PROJECT. PLEASE INCLUDE WORKING EXCEL SPREADSHEETS TO MORE FULLY EXPLAIN HOW YOUR COST CONTAINMENT MEASURES SHOULD WORK. PLEASE PROVIDE DETAILS AND NOTES THAT DESCRIBE THE NEXUS BETWEEN THE COST CONTAINMENT PROVISIONS IN YOUR PROPOSAL AND THOSE SUPPORTING DOCUMENTS AND SPREADSHEETS. PLEASE PROVIDE EXAMPLES ABOUT HOW ANY COST CONTAINMENT MEASURES YOU ARE PROPOSING WOULD WORK.

Please refer to NRPP Bid B.

- IX. TO THE EXTENT THAT YOU ARE PROPOSING DIFFERENT INTERCONNECTION SCENARIOS THAT AFFECT COST PLEASE INCLUDE FULL AND COMPLETE COST INFORMATION ON EACH SCENARIO. PLEASE DESCRIBE ALL INTERCONNECTION AND TRANSMISSION UPGRADE COSTS REQUIRED TO INTERCONNECT AT THE CAPACITY CAPABILITY INTERCONNECTION STANDARD AND TO ENSURE FULL DISPATCH, INCLUDING TRANSMISSION UPGRADES THAT MAY NEED TO OCCUR BEYOND THE POINT OF INTERCONNECTION.

Please refer to NRPP Bid B.

- X. PLEASE DESCRIBE THE COORDINATION OF THE AVAILABILITY OF THE CLEAN ENERGY GENERATION AND ANY ASSOCIATED TRANSMISSION OR DISTRIBUTION FACILITIES. ALL PROPOSALS MUST INCLUDE A PROJECT SCHEDULE, AND PROPOSALS INCLUDING A COMBINATION OF TRANSMISSION AND CLEAN ENERGY GENERATION SHOULD PROPOSE COMPLETE CRITICAL PATH SCHEDULES, FOR BOTH ELEMENTS OF THE PROJECT, FROM THE NOTICE OF SELECTION FOR CONTRACT CONSIDERATION TO THE START OF COMMERCIAL OPERATIONS (THE "BASELINE SCHEDULE"). PLEASE DESCRIBE ALL ASPECTS OF YOUR PROPOSAL THAT PROTECT RATEPAYERS FROM RISKS ASSOCIATED WITH PAYMENTS FOR TRANSMISSION COSTS WHEN ANY ASSOCIATED EXPECTED CLEAN ENERGY GENERATION, AS PROPOSED BY THE BIDDER, IS ABSENT, REDUCED, OR CURTAILED AS COMPARED TO THE BASELINE SCHEDULE.

Please refer to NRPP Bid B.

- XI. PLEASE DESCRIBE YOUR APPROACH TO AVOID LINE LOSSES.

Please refer to NRPP Bid B.

14.3 THE SCHEDULE OF THE PAYMENTS DEFINED IN 14.2 ABOVE INCLUDING WHEN THE PAYMENTS WILL COMMENCE, HOW OFTEN PAYMENTS WILL BE REQUIRED AND THE LENGTH OF TIME OVER WHICH PAYMENTS WILL BE REQUIRED. IN NO EVENT MAY PAYMENTS COMMENCE BEFORE THE TRANSMISSION PROJECT IS PLACED IN SERVICE.

Please refer to NRPP Bid B.

14.4 THE DESIGN LIFE OF THE PROJECT

Please refer to NRPP Bid B.

14.5 A DESCRIPTION OF THE RELIABILITY BENEFITS OF THE PROPOSED TRANSMISSION PROJECT AND ITS IMPACT ON EXISTING TRANSMISSION CONSTRAINTS

Please refer to NRPP Bid B.

SECTION 15 OF APPENDIX B TO THE RFP
EXCEPTIONS TO FORM PPA AND OR VARIATIONS FROM THE PROPOSED TARIFF
REQUIREMENTS

Please attach an explanation of any exceptions to the Form PPAs set forth in Appendix C-1 or Appendix C-2 to this Notice, including any specific alternative provisions in a redline format to the Form PPA.

Transmission bids must contain a proposed tariff, rate schedule or transmission service agreement ("Transmission Agreement") that the Bidder proposes as the vehicle for recovery of its transmission costs from the Distribution Companies. In addition, all transmission bids must separately contain a detailed summary of the material provisions of the proposed Transmission Agreement. Such a summary should include, but not be limited to, a discussion of the key provisions set forth in Appendix C-3, as well as a cross-reference to the corresponding sections of the proposed Transmission Agreement where such provisions may be found.

Bidders are discouraged from proposing changes to the Form PPA and or variations from the Proposed Tariff requirements.

Please refer to Confidential Attachment 15.1 – NRPP Proposed PPA and Confidential Attachment 15.2 – NRPP Proposed PPA Detailed Summary.

BEAR SWAMP

[REDACTED]

[REDACTED]

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

CONVERGENT

[REDACTED]

SECTION 16 OF APPENDIX B THE RFP FREQUENTLY USED TERMS

In addition to terms defined in the RFP, this Proposal frequently uses the following defined terms:

“**Avangrid**” as defined in Section 2.
“**BEMLP**” as defined in Section 2.
“**Bid B**” as defined in Section 2.
“**Bidders**” as defined in Section 2.
“**Brookfield Renewable**” as defined in Section 5.2.
“**Brookfield Renewable US**” as defined in Section 2.
“**CEP**” as defined in Section 2.
“**Class I Facilities**” as defined in Section 2.
“**COD**” as defined in Section 3.5.
“**Distribution Companies**” as defined in Section 2.
“**EAs**” as defined in Section 2.
“**Eversource**” as defined in Section 2.
“**Expected Class I Deliveries**” as defined in Section 3.4.
“**Expected Deliveries**” as defined in Section 2.
“**Expected Firming Hydro Deliveries**” as defined in Section 3.4.
“**Firming Hydro Facilities**” as defined in Section 2.
“**Generator JV**” as defined in Section 2.
“**Guaranteed Qualified Clean Energy**” as defined in Section 3.4.
“**National Grid**” as defined in Section 2.
“**Northeast Renewable Power Partners**” as defined in Section 2.
“**PAA**” as defined in Section 2.
“**PPAs**” as defined in Section 2.
“**Project**” as defined in Section 2.
“**Proposal**” as defined in Section 2.
“**RECs**” as defined in Section 2.
“**Section 83D**” as defined in Section 2.
“**RFP**” as defined in Section 2.
“**Unitil**” as defined in Section 2.